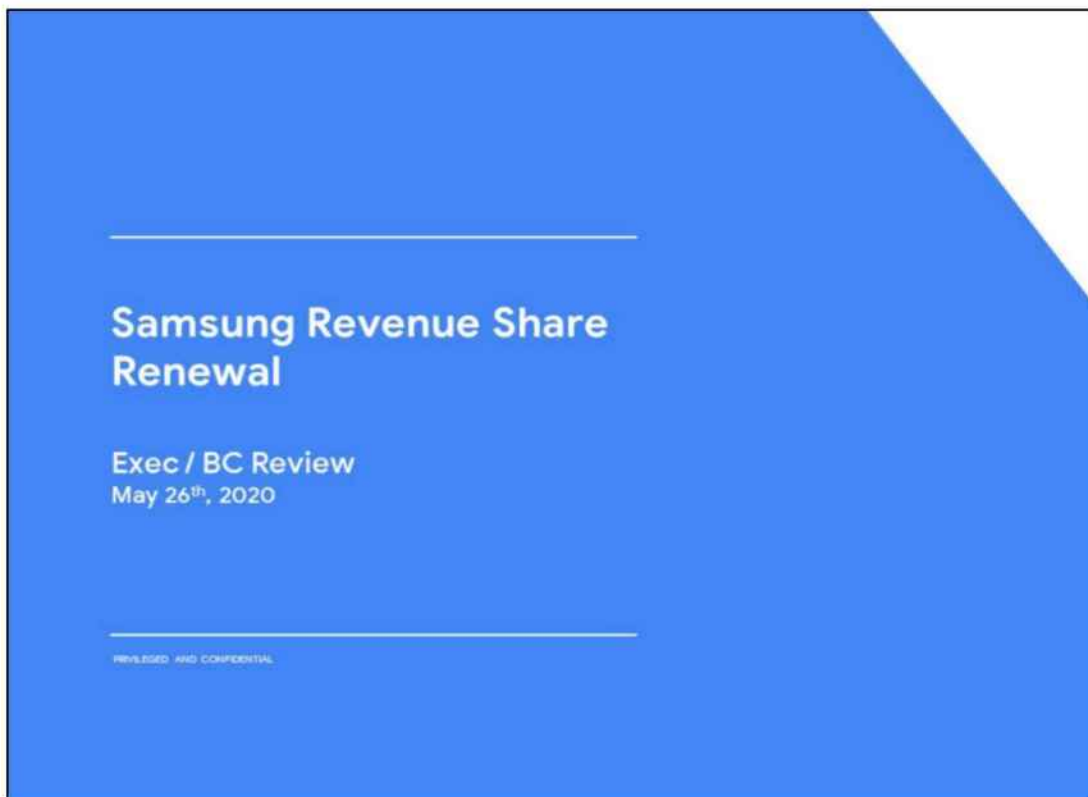
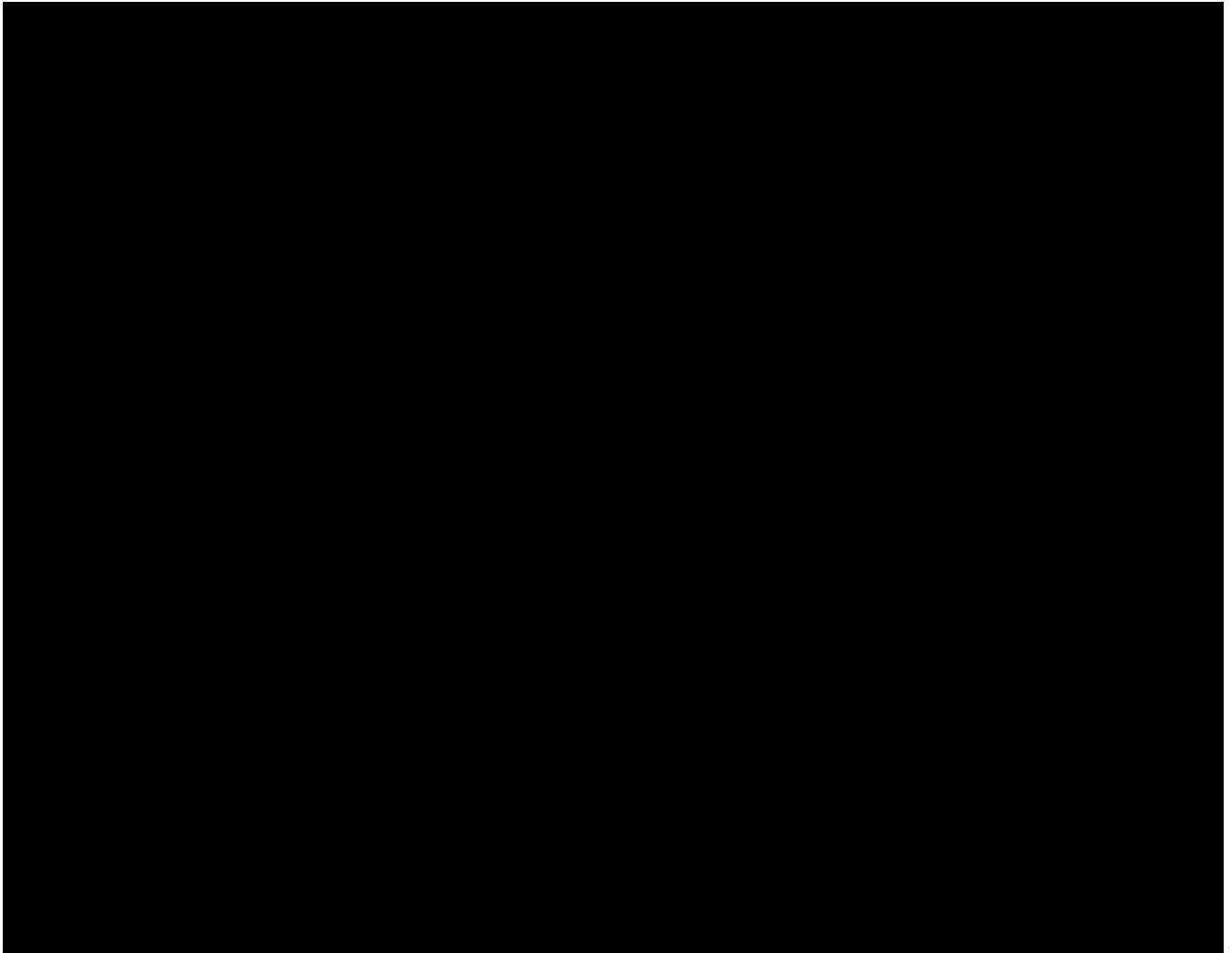


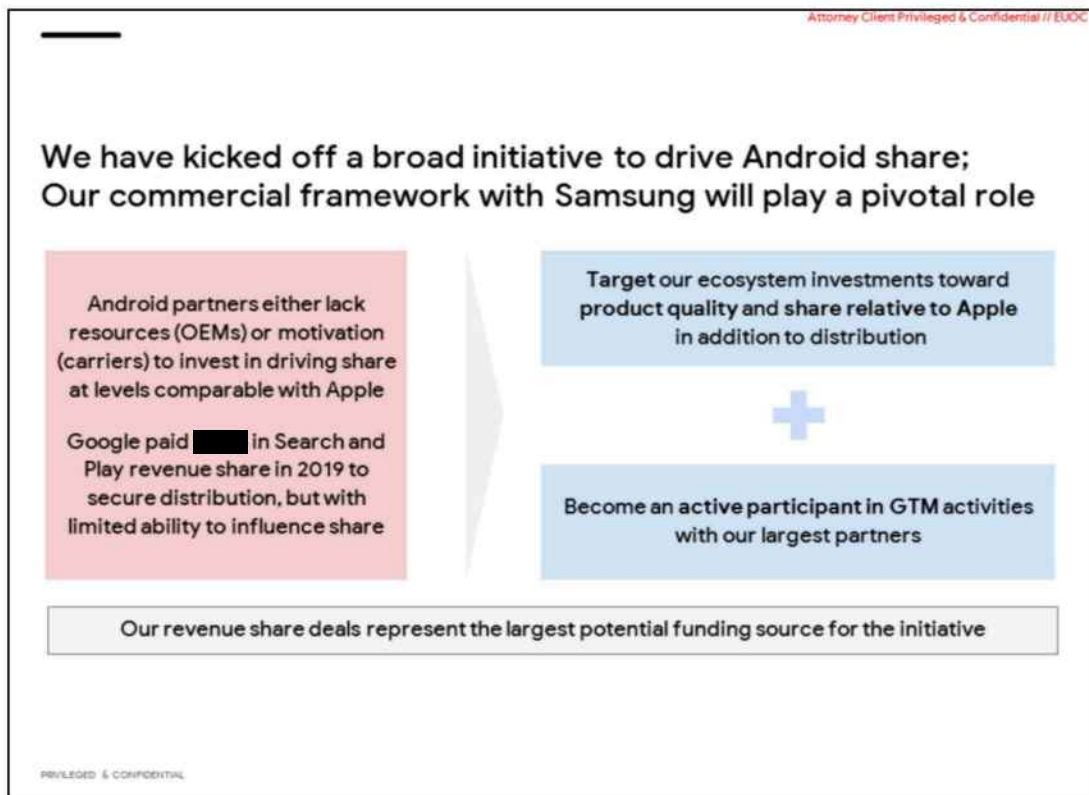
Exhibit A6

Public Redacted Version

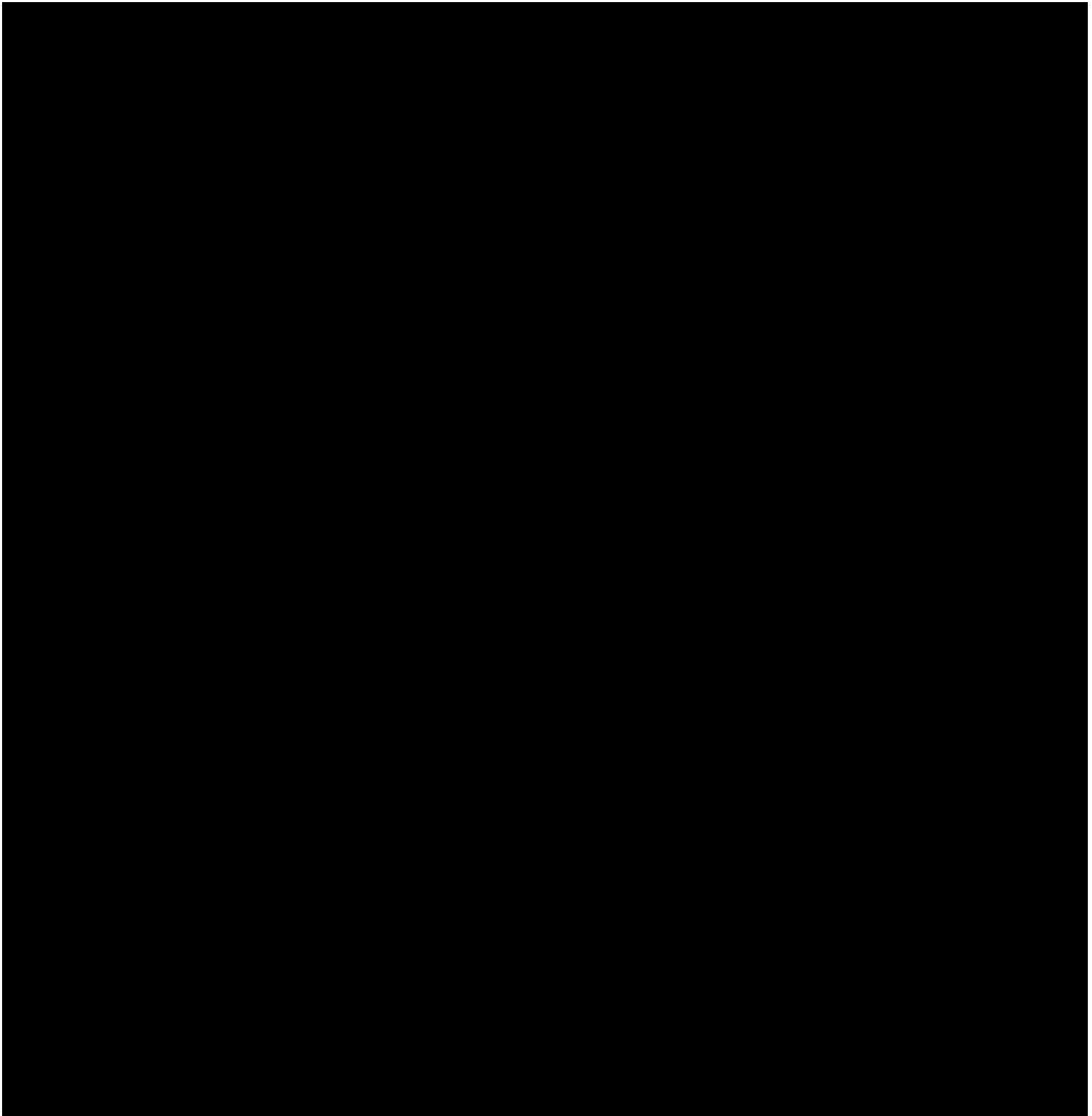
EXHIBIT 8







Play DCB revshare = [REDACTED]
Search revshare = [REDACTED]



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Goal: Evolve RSA into master commercial agreements that drive core distribution, increased monetization and market outcomes

2017 RSA	Proposed New Deal (4 Year Term)
<ul style="list-style-type: none"> ● Search & Assistant distribution & prominence ● Device-by-device ● No Google control over quality or GTM ● Daydream distribution 	<ul style="list-style-type: none"> ● [REDACTED] ● [REDACTED] ● [REDACTED] ● [REDACTED] ● [REDACTED] ● [REDACTED] ● [REDACTED] ● [REDACTED]
[REDACTED] total deal size over 4 yrs if renewed as is	[REDACTED] based on market share outcomes

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Search & Assistant deal: Similar to current RSA, with added platform protections for Browser and Assistant

Monetizing Services: Standalone deal to distribute/promote Play, Discover, Messages, Pay

Shareforce Investment: Custom program focused on driving share against iOS by (i) improving key aspects of user experience and (ii) deeper collaboration on GTM activities

We have received a Samsung term sheet. More on that later

Have not engaged at all with them on terms

Installed base reduction

We are removing all the commitments that justified the [REDACTED] TAC in the current deal; Daydream, letter/security updates, exclusivity.

We justified raising the installed base revenue share in the prior renewal because commitments were added to installed base devices. We are now REMOVING those commitments, and then some (namely exclusivity; Daydream and letter/security updates are going away for the installed base).



Search & Assistant deal: Similar to current RSA, with added platform protections for Browser and Assistant

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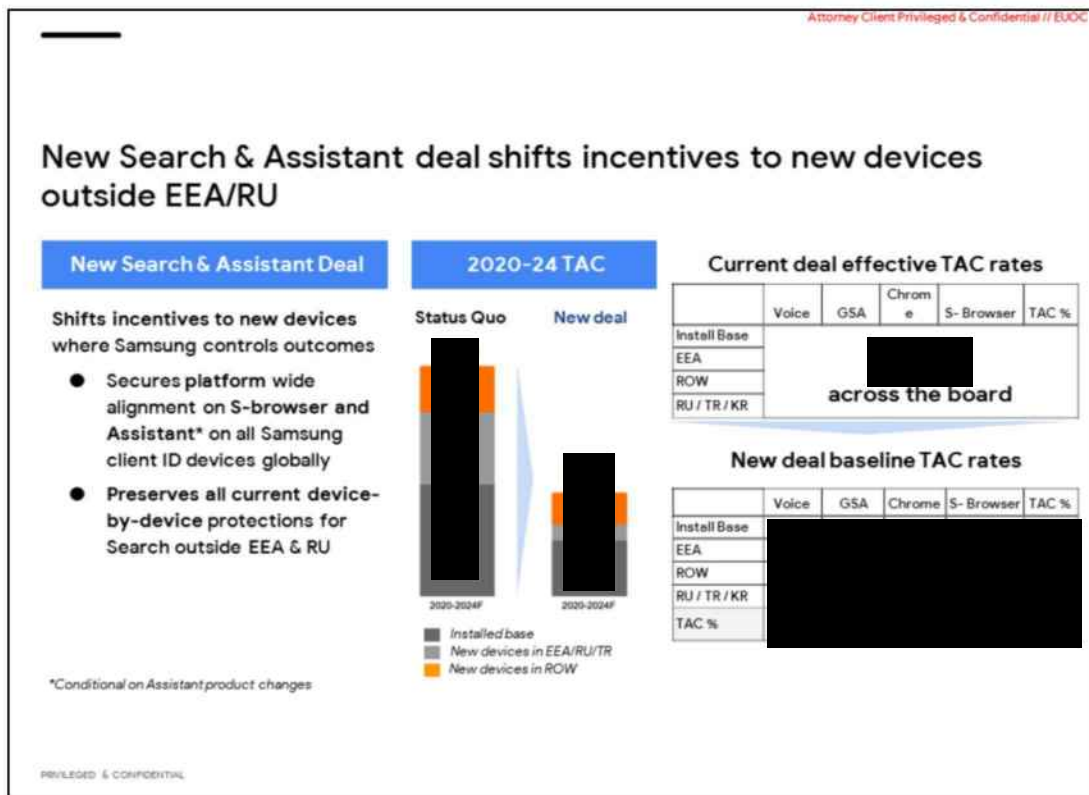
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We are making parts of the deal platform-wide (where possible)
Elsewhere, we are maintaining device by device.

We are deconstructing the current search revenue share deal and building it back up to be surgically architected to get key protections on the maximum number of devices possible given the constraints as they exist. This is the first building block of the overall strategy.

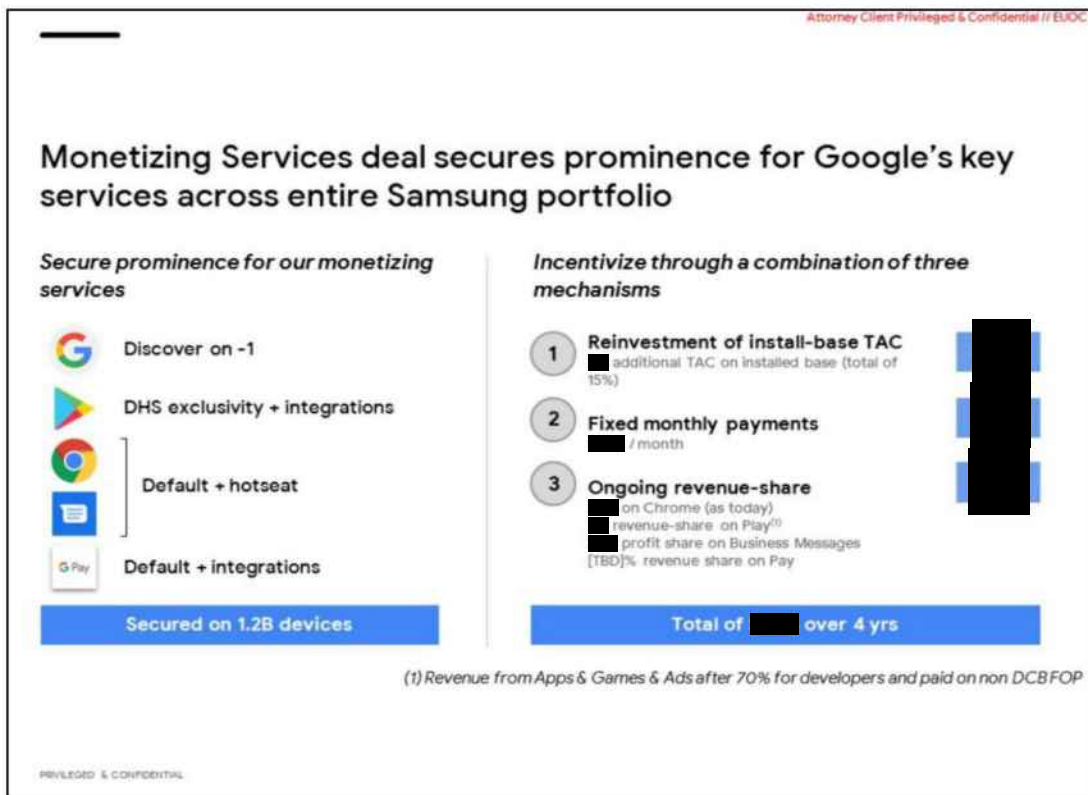
This was a monolithic deal.... If a device has certain characteristics (with a Samsung client ID), you get paid this generic percentage on all access points.

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Monetizing Services Deal



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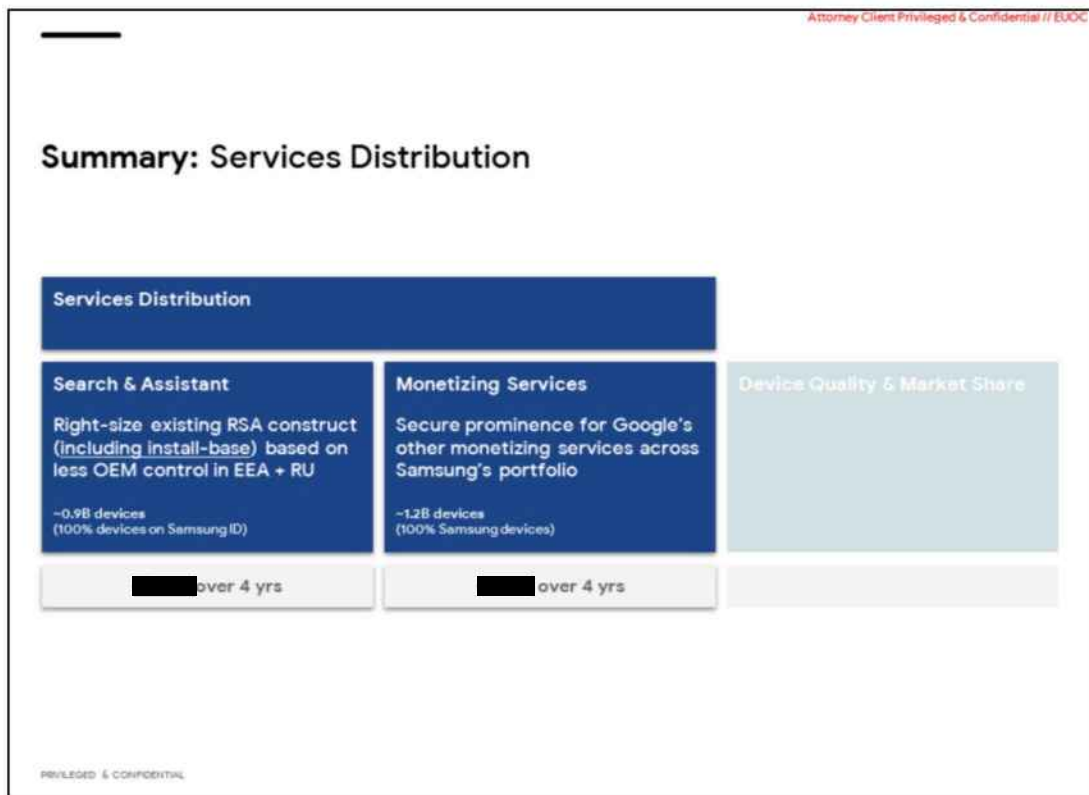
Building block #2... all Samsung devices. All client ID's.

Note: Play revenue share will be masked by the TAC adjustment so Samsung will not know how much is there.

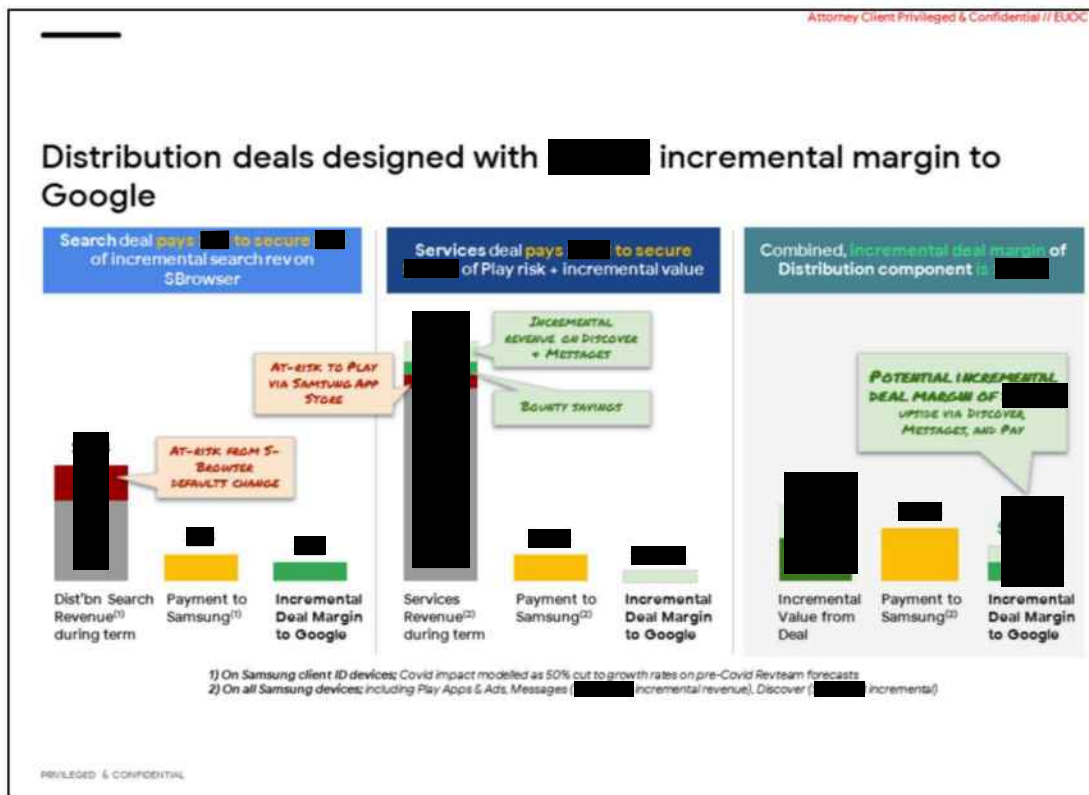
Fixed monthly payments instead of cranking up TAC on Chrome for hotseat.

An important point to make in the voice over for this slide is that this also makes Samsung a partner with us on a broader range of services (via the ongoing rev share)... which has the optics of making them feel like they are achieving their goals for "services businesses" and ideally aligns them with us in driving growth in these areas. This is also a key part of the messaging to Samsung when presenting this tier.

On Pay: "It will be difficult to assess in the near term. They have no monetization model and while they are running experiments soon in some markets (like India) they won't be able to build out a LTV for some time."



In total, these 2 deals add up to [REDACTED] over 4 years and create broad product & services alignment.



[REDACTED] (distribution search): = [REDACTED] (Widget) + [REDACTED] (Voice) + [REDACTED] (S-browser)

[REDACTED] grey = [REDACTED] Play + [REDACTED] from Chrome

Then rest is uplift or savings: [REDACTED] risk protections for Play, [REDACTED] savings from standalone deal bounties and then [REDACTED] uplift in value from Discover and Messages. We didn't include uplift from Pay to be conservative

If we apply traditional methods of analysis and an assessment of incrementality to the first two deals, they are each exclusively incremental at the "payment/marginal" level.

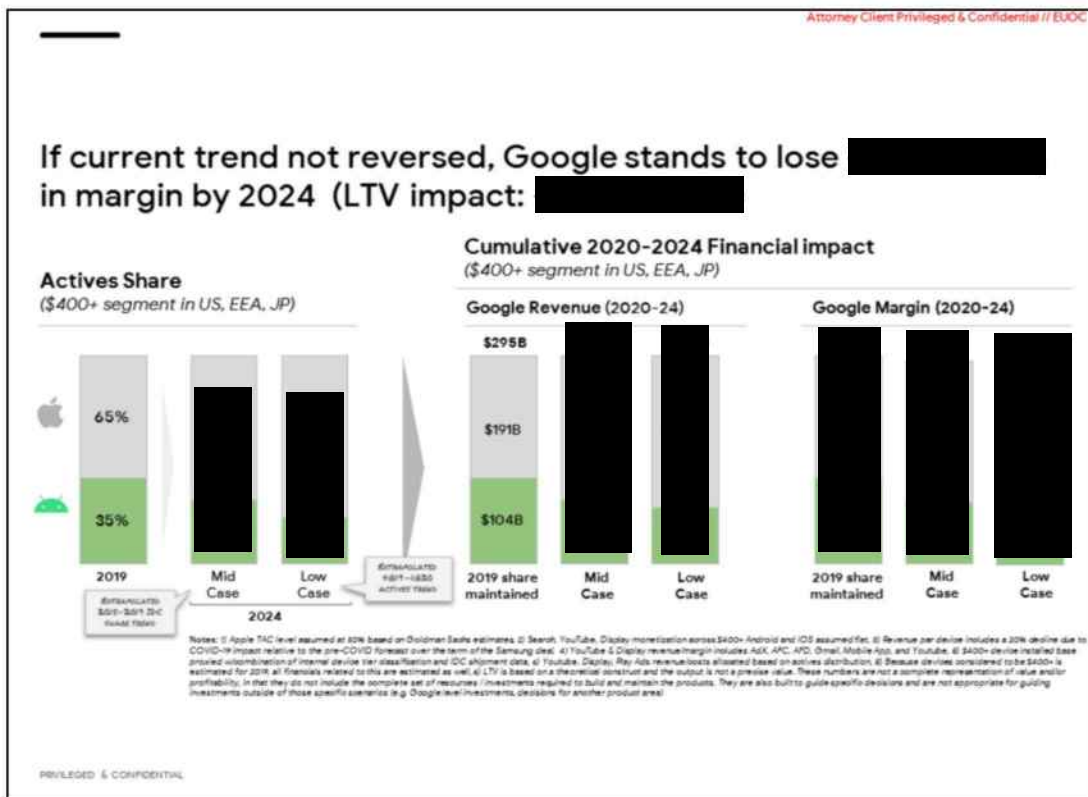
We are not looking for headroom to negotiate deal 1 and 2.

We can put this money toward driving share/outcomes in deal 3.



If Samsung commits to the first two deals... we can then also offer them our vision for full partnership and collaboration via the 3rd deal.

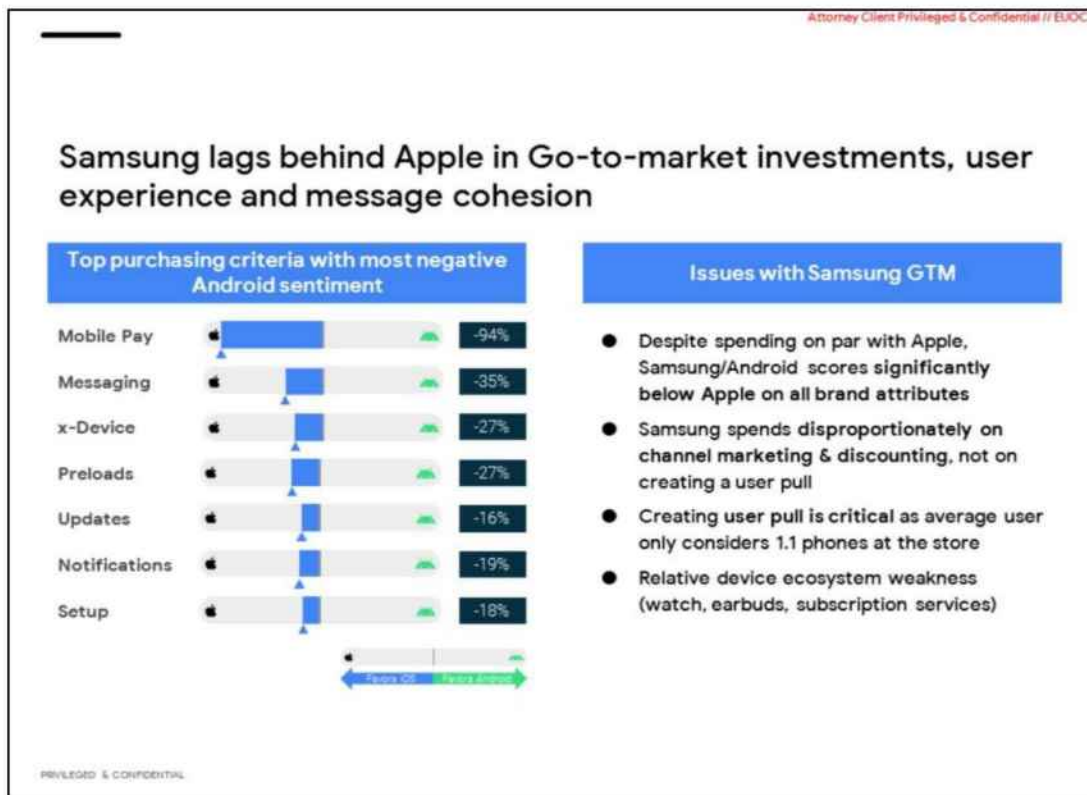
Note this deal is only for their mass premium and premium devices, the iPhone fighters, in key markets like US, Japan and Europe. There is a specific reason we need to zero in on these devices. Jamie alluded to it earlier on what is happening to Android share in these categories and to Samsung in particular.



Let's directly translate Android's projected share loss into economic impact to Google.

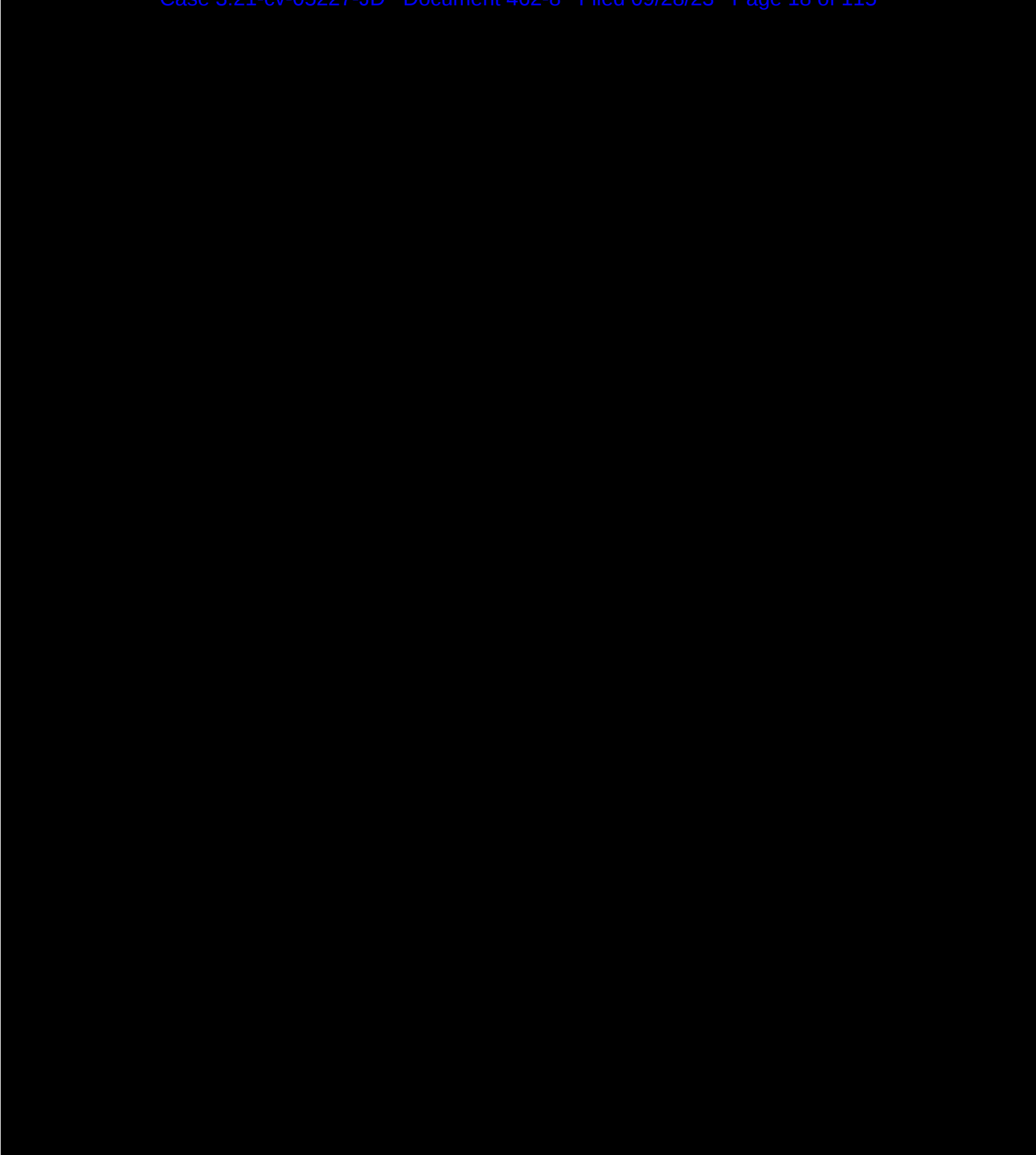
Of the \$XXB margin loss in 2024, \$XB comes from Search, \$0.XB comes from Play and \$0.XB comes from Youtube and other services

If we lose share, we lose Play revenue, and our search TAC goes up to whatever the Apple rate is. We still get search revenue; it's just more expensive. As more and more traffic flows through Apple, it "just" means we have less control a la Windows over the integrity of the search business on an alternate platform.



Let's now begin the diagnosis of what is causing the share loss so we can then take steps to prevent it

Another point we could emphasize here is that Apple has gradually added additional user value to the concept of being an iPhone owner -- AppleTV+ subscription, AppleCard benefits, etc. Deal 3 and its funding creates an opportunity for us to build up some similar value offers for Samsung device end users, creating both pull and stickiness. Maybe this is something that could replace the third bullet you have here, and what you have there now can be voice over.



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We will be introducing baseline quality requirements for any Samsung devices that would qualify for the investment fund

Today



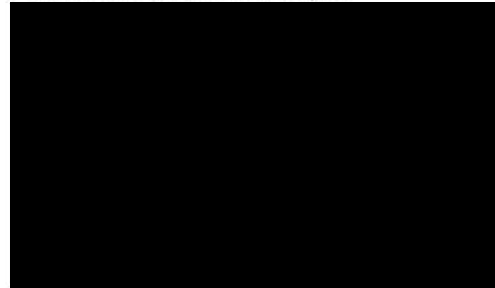
Samsung never changes...full of sold-to highest bidder crapware ...2 of everything ...only 2 years of updates...delivered as slowly as possible...a pretty bad deal.

ars TECHNICA

WHY WORRY? —
Galaxy S20 Ultra Review—Overhyped and outrageously priced

Requirements for Qualifying Devices

Distribution deals commitments, plus:



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Propose elevating *Google* to drive ecosystem growth

Google funds used to market a 1P apps & services based "Google experience"

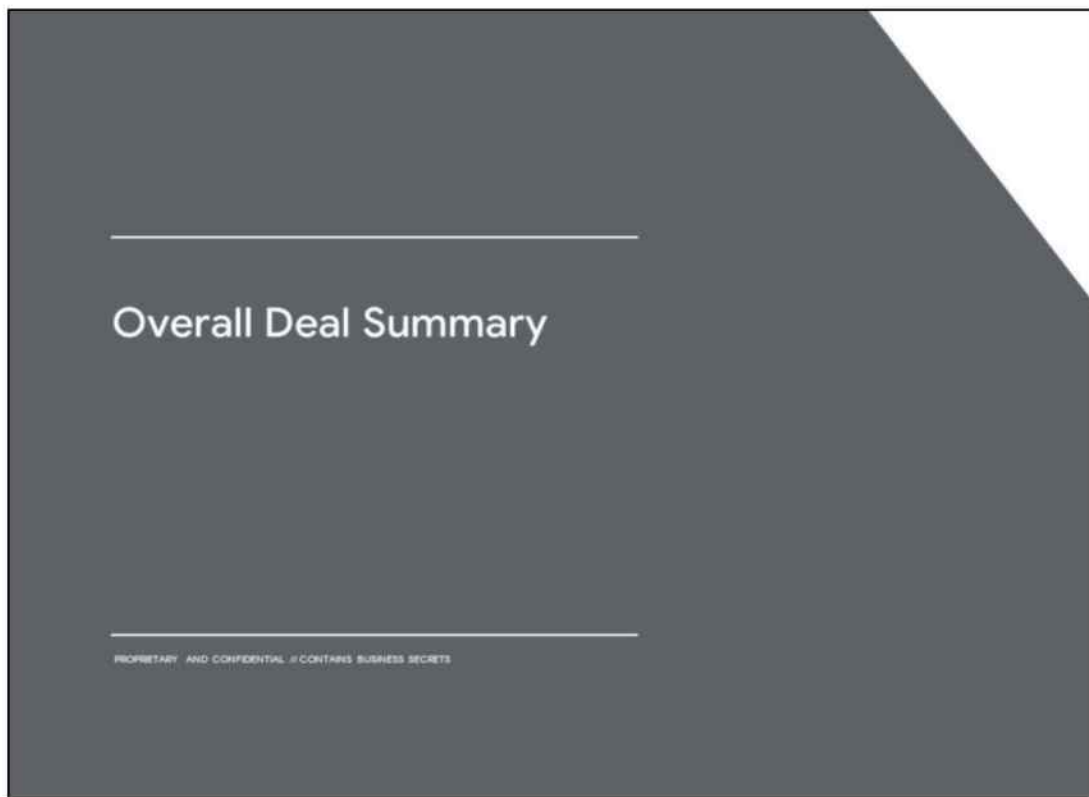
Samsung funds used to fund conventional campaigns, services & product bundles

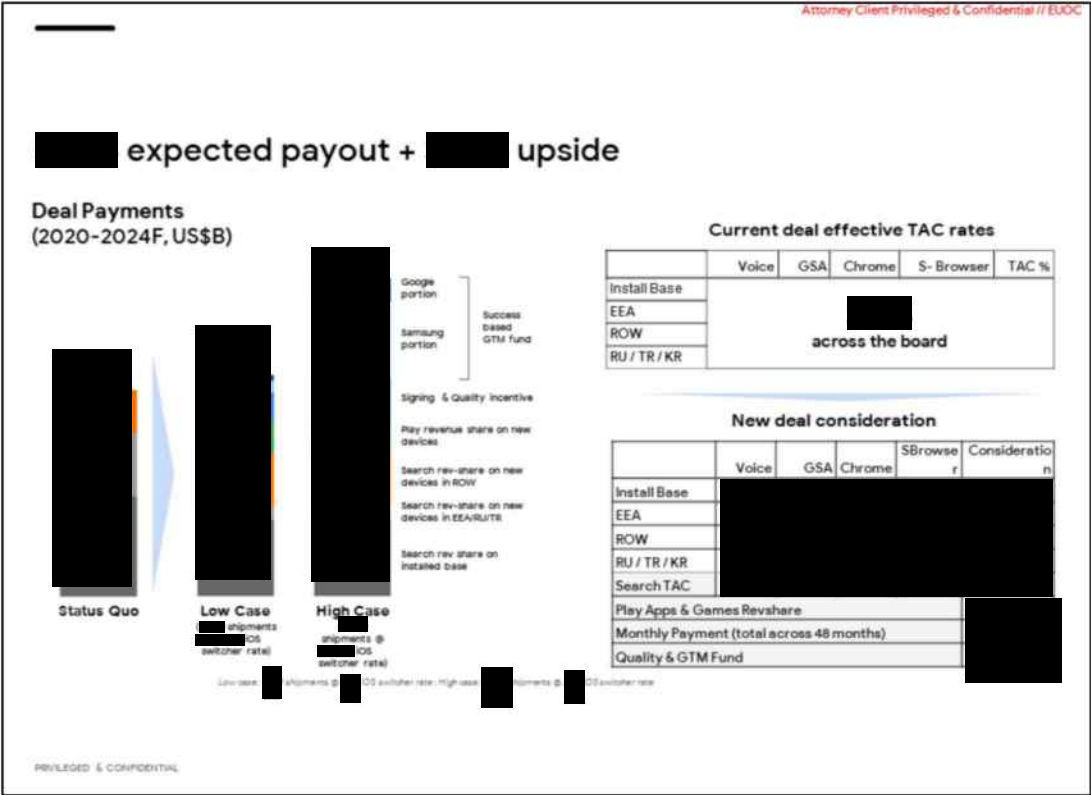
	What?	Success Metric	Measurement & Governance
<div>Google marketing (of all RSA funds)</div> <div>option to combine</div>	<p>Explain what Google brings uniquely to a premium Android device, and support devices that meet new product quality standards</p> <p>Google-led campaigns that highlight "Google experience", tagging specific Samsung devices (similar to Chromebook ATL)</p>	<p>Pre-post consumer preference for Google apps and services. Samsung brand preference</p>	<p>Success metrics to be tracked against predefined targets</p> <p>Deviation in trends from targets and low efficacy will result in pivoting spend to more effective uses</p>
<div>OEM-led co-marketing (of Samsung RSA funds, agreed to w/ Google)</div>	<p>Create demand for premium Android devices that fulfill the promise made by Google software and services curated experience offerings</p> <p>OEM-led campaigns and Google promos featuring OEM hardware powering select Google apps and service offerings</p>	<p>OEM shipped units / market share</p>	
<div>Carrier co-marketing (of Carrier RSA funds, agreed to w/ Google)</div>	<p>Fulfill demand for specific premium Android devices</p> <p>Carrier-led campaigns that complement OEM and Google-led marketing + increased ranging of premium Android devices</p>	<p>Android retention</p> <p>% iOS-Android subscriber shift</p>	
<p>Potentially requires HC of 20-30 people (over 4 yrs) included in the funding ask</p>			

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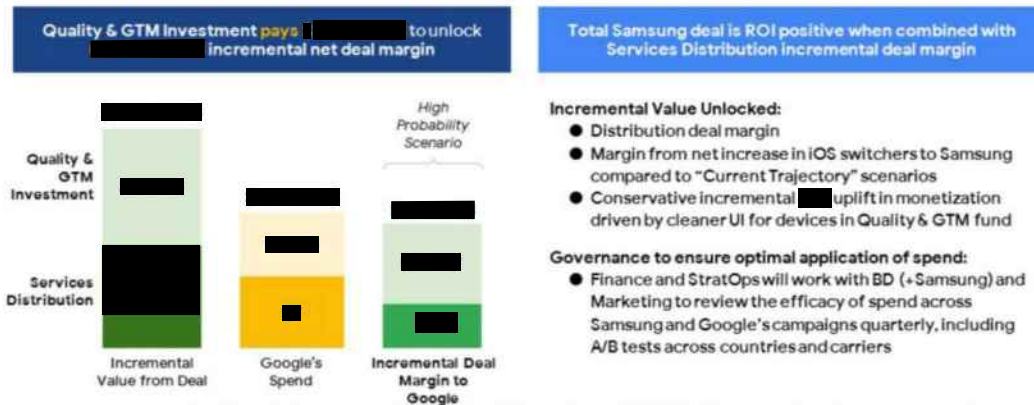






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Quality & GTM deal designed to drive incremental value through increases in monetization and iOS switchers



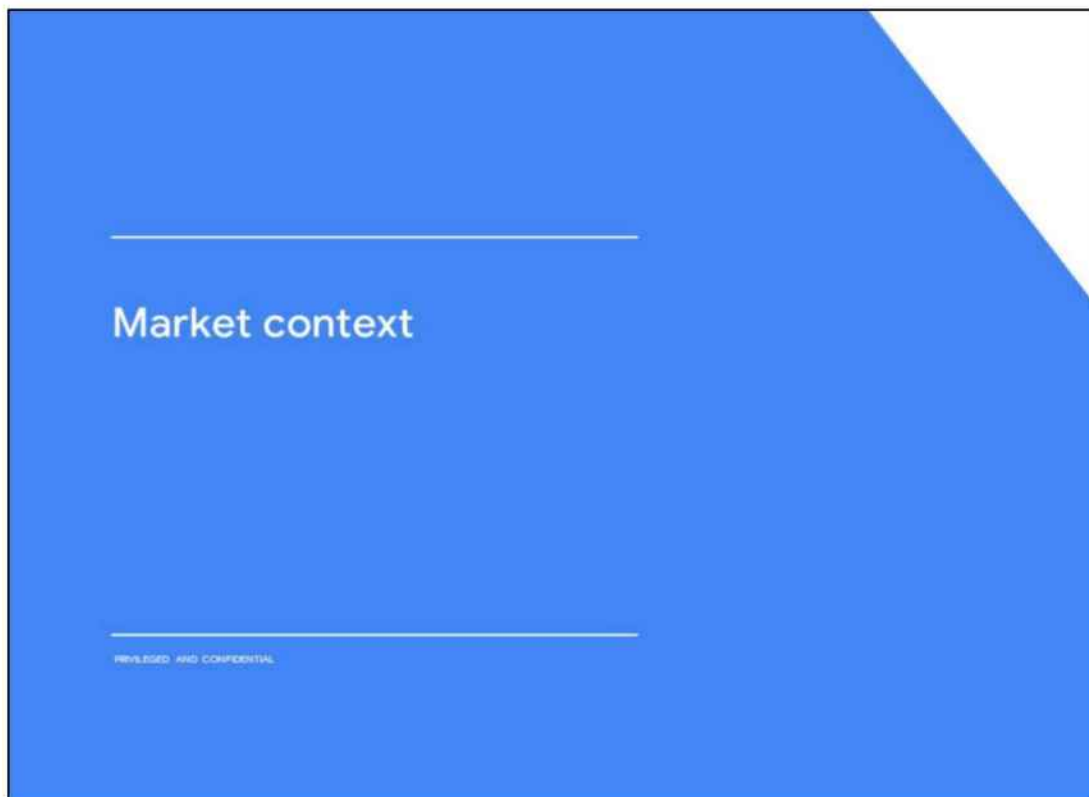
Note: Median device life assumes to be 3.5 years based on \$400+ Android analysis for US/PR/EEA. LTV is based on a theoretical construct and the output is not a precise value. These numbers are not a complete representation of value and/or profitability, in that they do not include the complete set of resources / investments required to build and maintain the products. They are also built to guide specific decisions and are not appropriate for guiding investments outside of those specific scenarios (e.g. Google level investments, decisions for another product area).

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Appendix

1. Market context
2. Deal financial information
3. Deal details
4. Samsung current commercial agreements coverage

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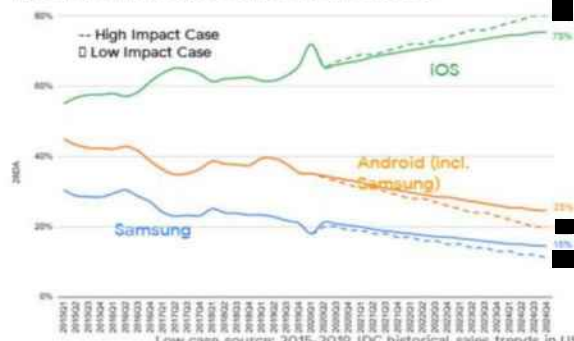


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Android share relative to Apple is continuing to decline in in \$400+ tier in US/EEA and JP

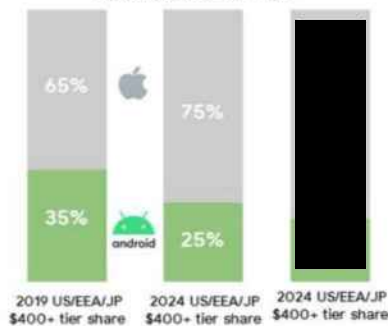
Continued trends result in losing ~10-15M premium users across top markets to iOS annually

High and low range of \$400+ tier share at risk from 2020-2024

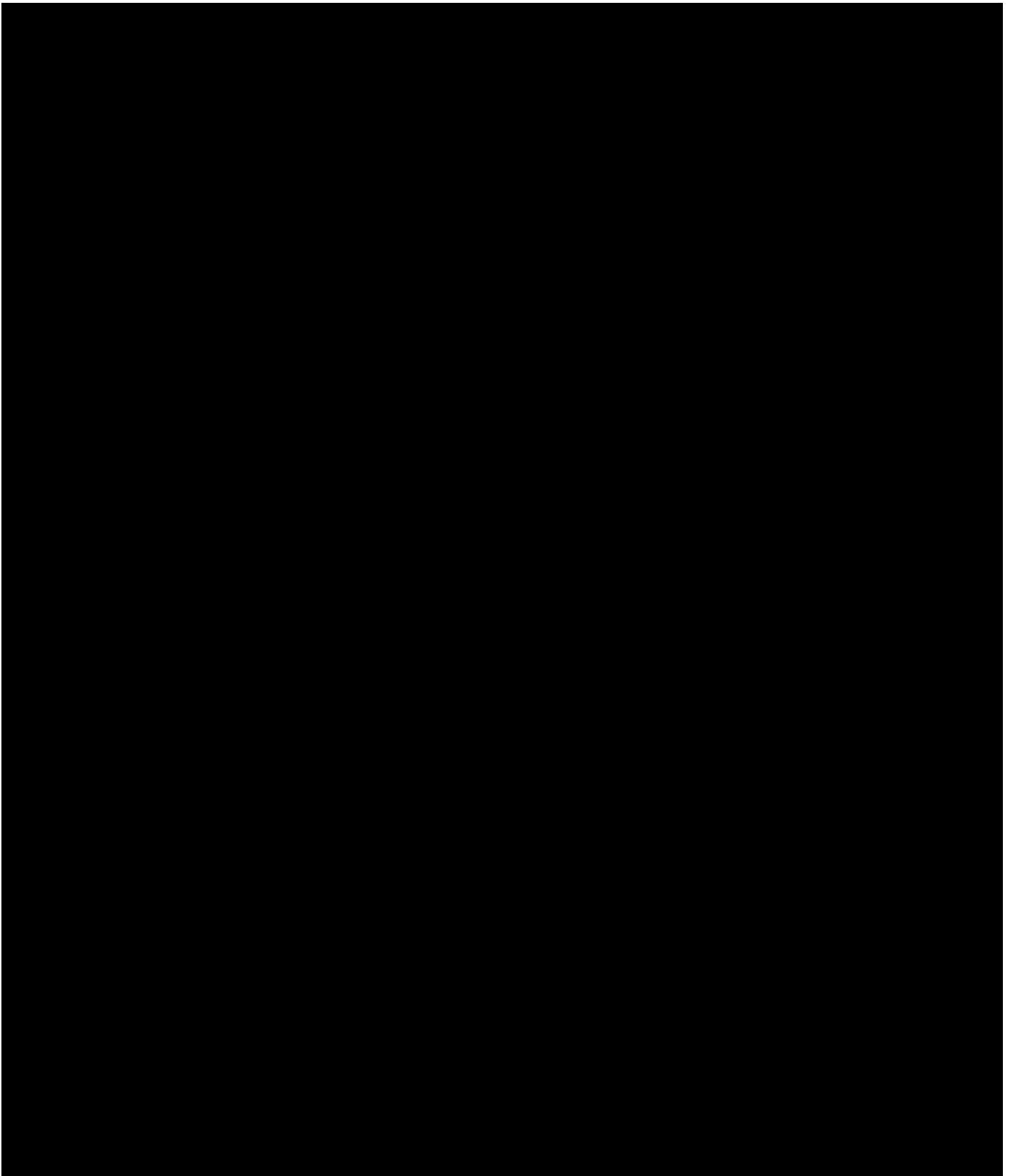


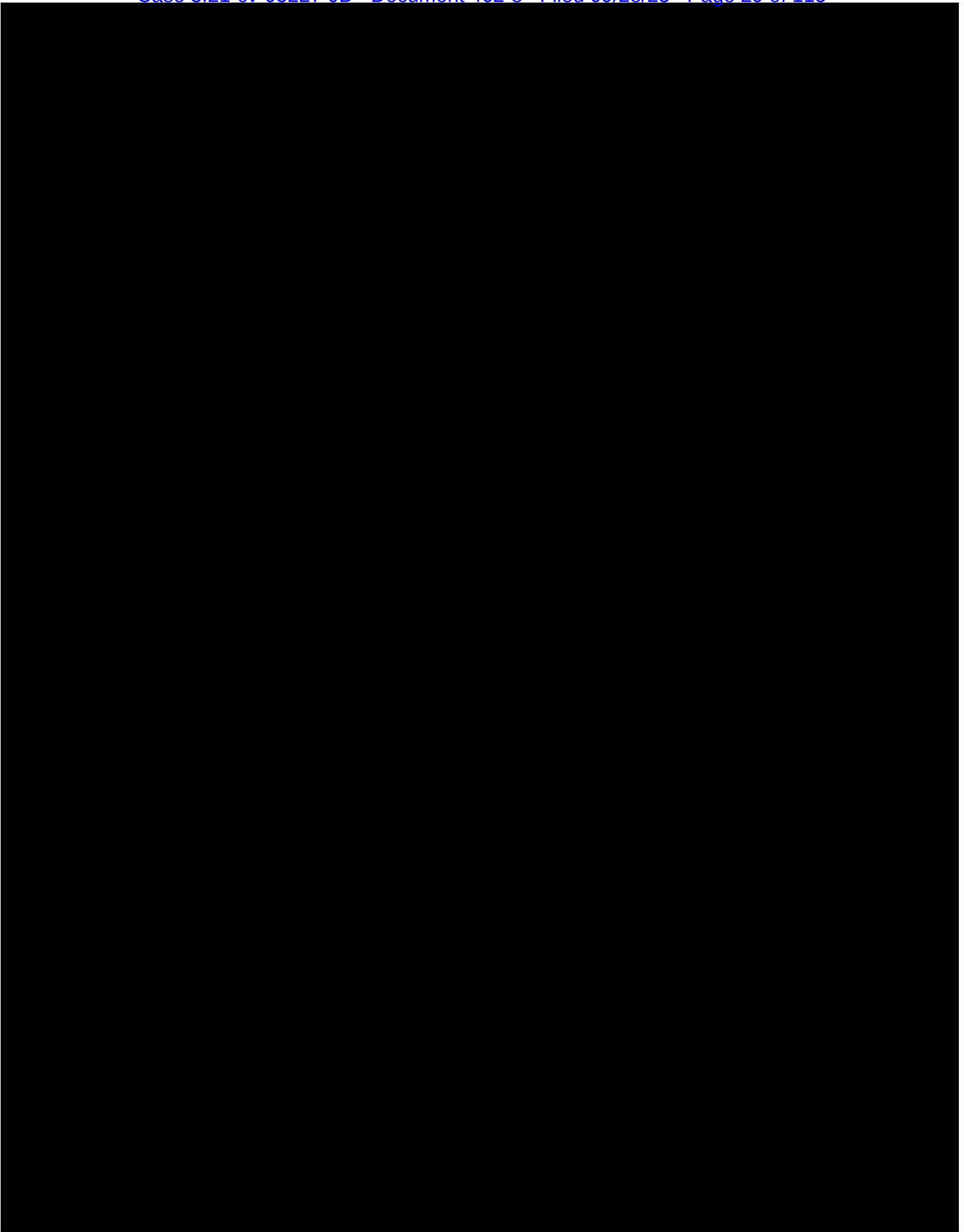
Low case source: 2015-2019 IDC historical sales trends in US/JP; 2015-2017 IDC in EEA trends to exclude the impact of Huawei
High case source: 4Q19-present internal 28DA trends

Total Installed Base



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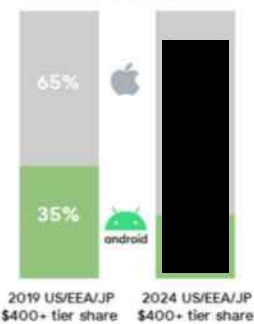


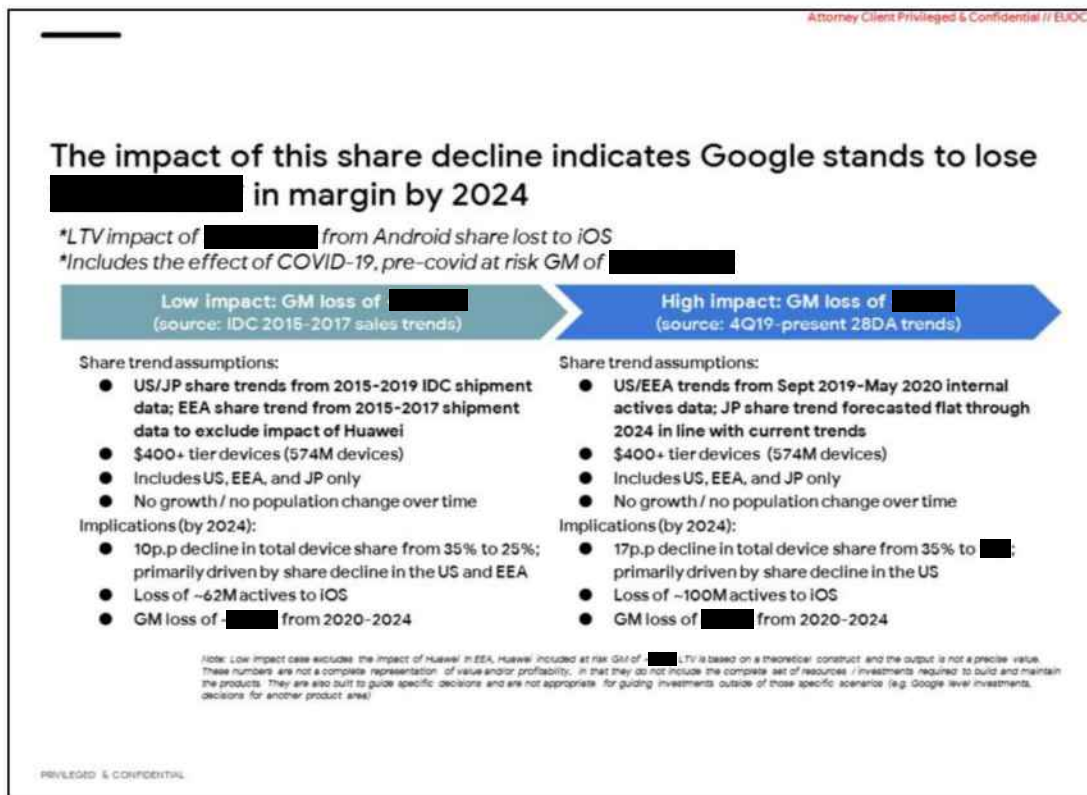


(US/JP/EEA only)

*includes the effect of COVID on LTV, pre-covid at risk GM of

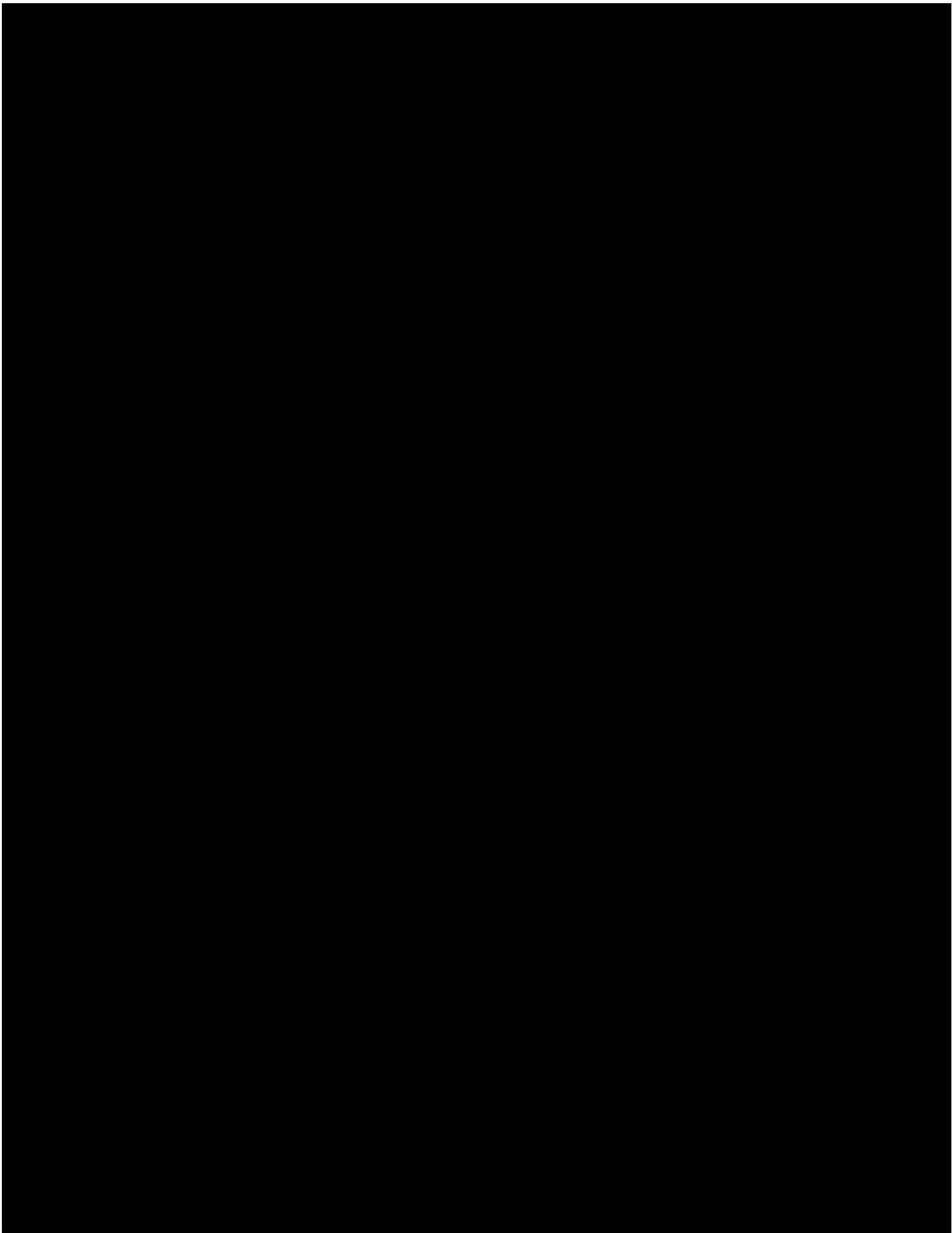
Total Installed base

[illegible]



Actual impact should lie between the scenarios as both high and low cases are unlikely due to volatility in the market and consumer behavior over an extended period of time

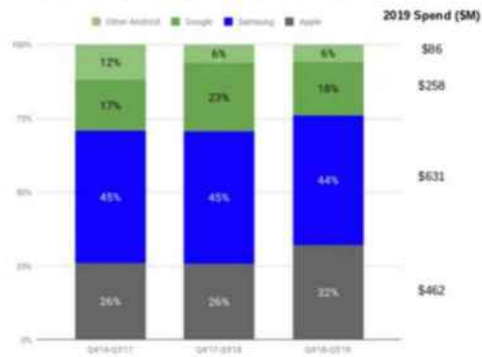
Just in EEA we excluded the impact of Huawei -



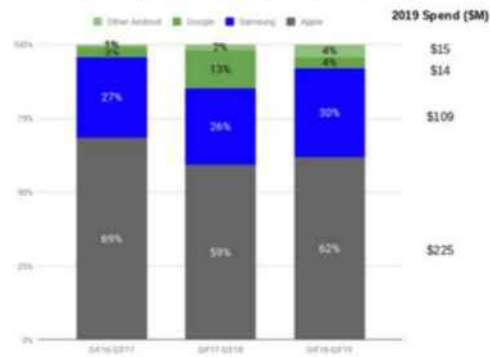
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Competing OEMs ATL spend in US has diminished its power to shape users' consideration set: Carriers now have outsized influence

OEM ATL share of spend outside of Carrier Channel



Carrier Reported ATL share of spend on OEM



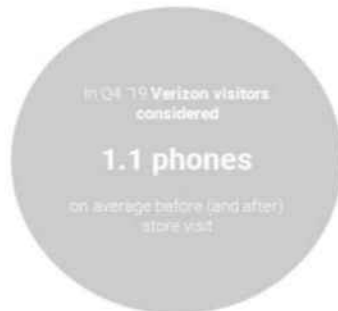
Source: Nielsen/Kantar 2016-Q3 2019

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Majority of users walk into stores already knowing what they want, and Apple has substantially higher user pull than Android

Most users are not influenced by the channel as much anymore



Source: Kantar (7/18 - 6/19)
Note: Holiday investment represents iPhone share of x-product campaign

Android viewed as less desirable on all attributes but price

		
Great value	63%	56%
High tech	37%	49%
Style	31%	36%
Belonging	21%	30%
Status	22%	31%
Being different	21%	26%

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Gen Z in top geos is dramatically swinging towards the iPhone

iPhone ownership

Gen Z Gen Pop

Gen Z skews even more heavily towards Apple in major cities—where culture tends to be made.

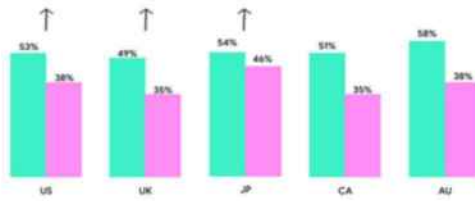
In NYC this rises to 71%

In London this rises to 71%

In Tokyo this rises to 76%

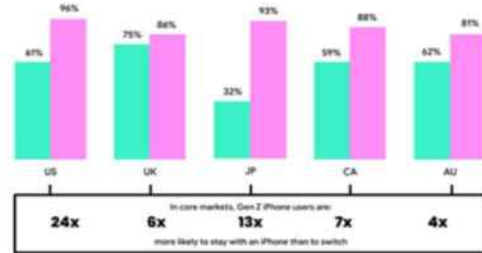
iPhone is treated like a default smartphone. It's a mainstream brand.

Tagesschau, 21. Tokyo

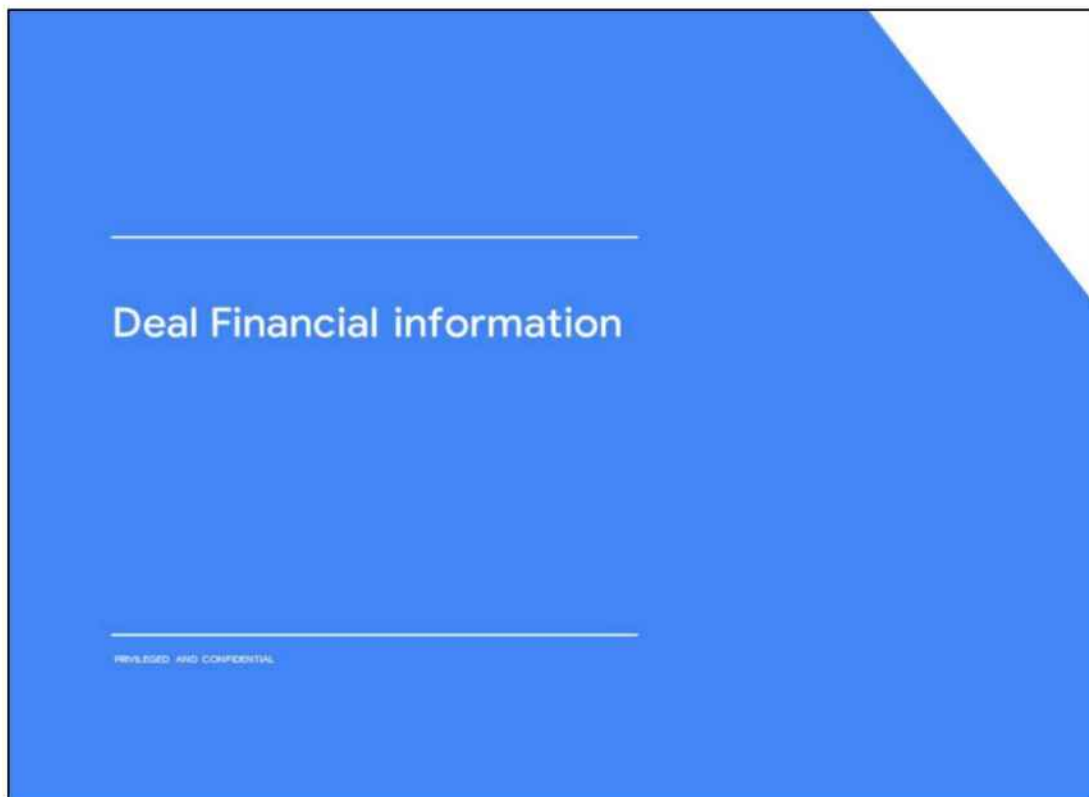


What brand smartphone do you plan to get in the next year?

Android users who plan to be loyal
iPhone users who plan to be loyal



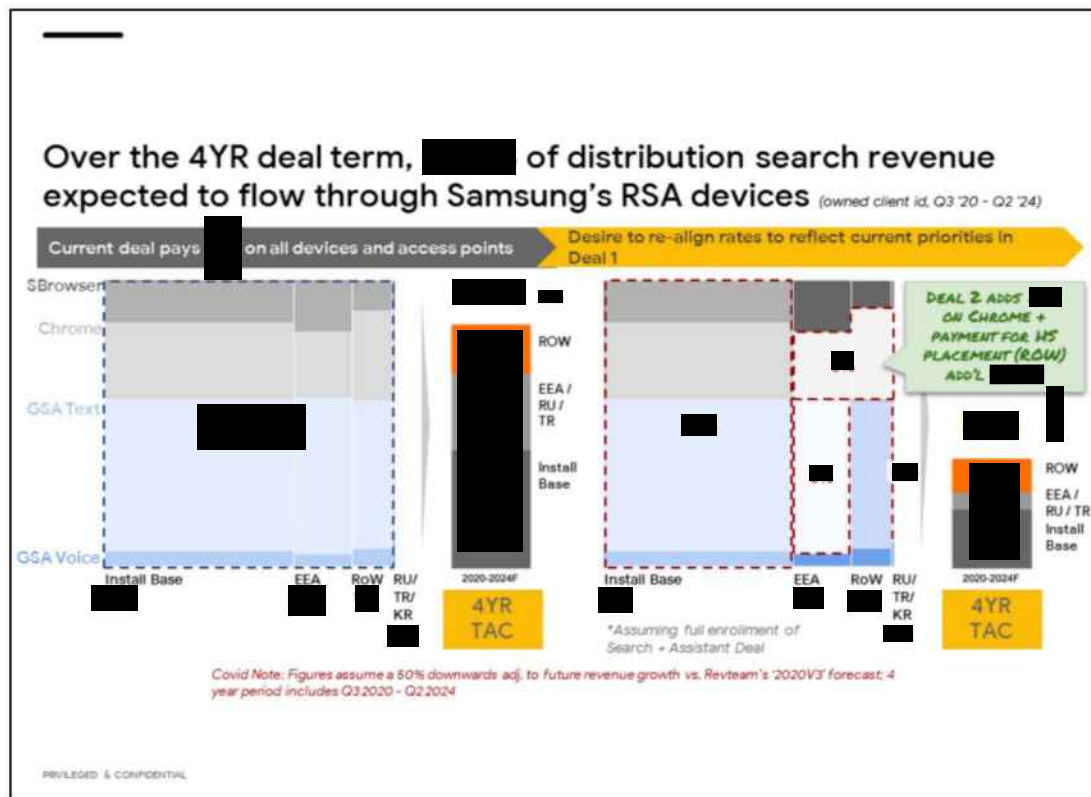
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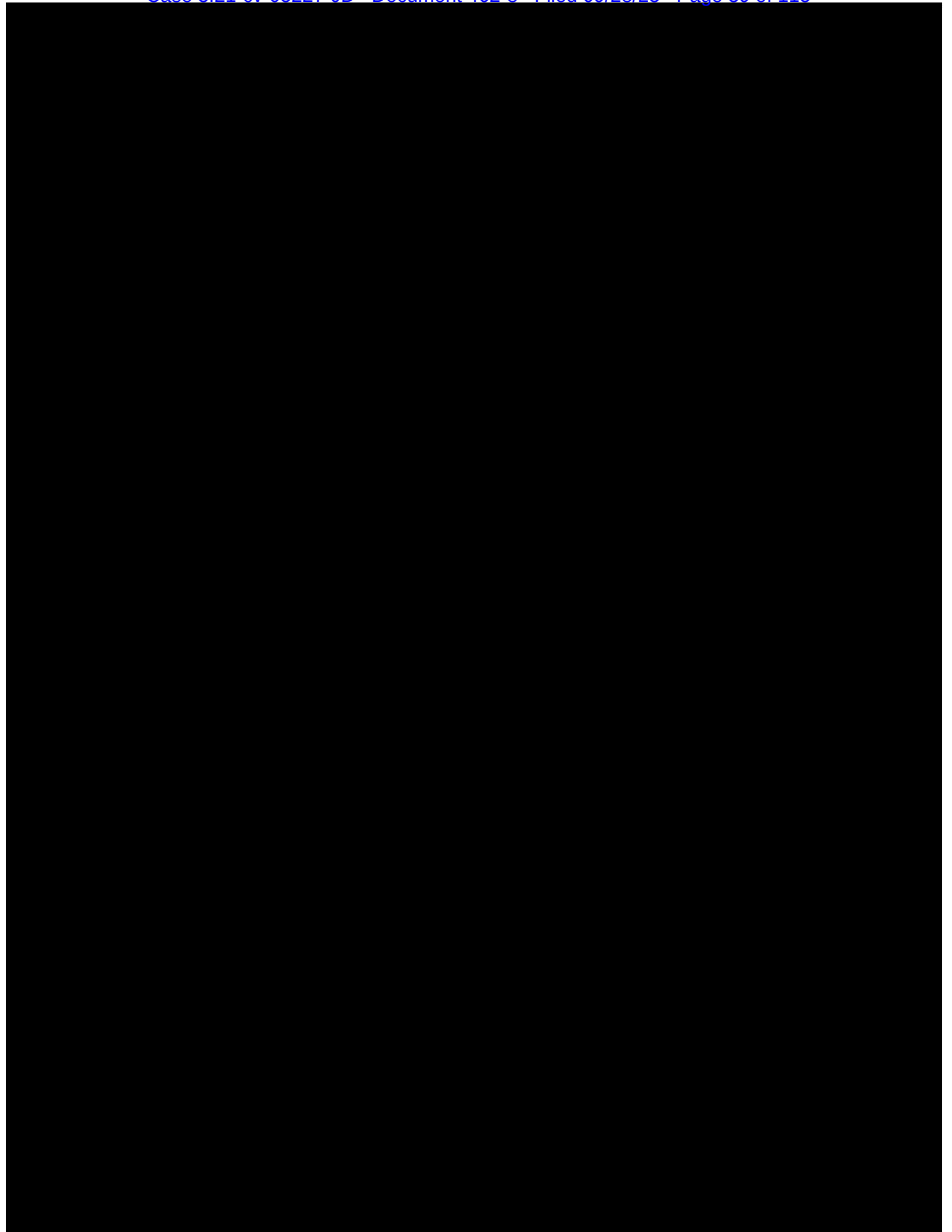


Revenue Forecast Assumptions		2019	2020	2021	2022	2023	2024	Deal Term
Search	Dist. Search Revenue on Android (pre-Covid revteam)							20Q3-24Q2
Revenue	... % yoy							
	Covid adj. Dist. Search Revenue (Android team)							
	... % yoy, Covid adjustment							
	... % Samsung Device, (owned client id)							
	... % Samsung Device, (carrier client id)							
	Covid adj. Dist. Search Rev. on Samsung Devices							
	Organic Search Rev. on Samsung Devices							
Play	Play Apps & Games Revenue (Covid adj. Play team)							
Revenue	... % yoy							
	... % Samsung Device, (all client id)							
	Covid adj. Play Apps & Games Revenue on Samsung							
	Play Ads Revenue on Android (Covid adj. Play team)							
	... % yoy							
	... % Samsung Device, (all client id)							
	Covid adj. Play Ads Revenue on Samsung Devices							
Display	YT & Display Rev on Android (0% growth from 2019A)							
Revenue	... % yoy							
	... % Samsung Device, (all client id)							
	Covid adj. YT & Display Rev on Samsung Devices							
TOTAL Search, Play, and Display Revenue on All Samsung Devices								

NOTES: 1) Covid adj. Figures assume a 50% downwards adj. to future revenue growth vs. Revteam's '2020V3' forecast.

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Quality & GTM Investment: drive quality and shipments

Payment to Samsung for Deal Term (4 years)					
		Annual Shipment Volume			
(\$ in billions)		30M	40M	50M	60M
% IOS Switcher	10%				
	15%				
	20%				
	25%				

Google Marketing Spend for Deal Term (4 years)					
		Annual Shipment Volume			
(\$ in billions)					
% IOS Switcher	10%				
	15%				
	20%				
	25%				

Total Google Spend for Deal Term (4 years)					
		Annual Shipment Volume			
(\$ in billions)					
% IOS Switcher	10%				
	15%				
	20%				
	25%				

ROI positive payments are setup to drive share with shipment of cleaner, better devices

Payment to Samsung:

- 2020: Signing bonus [REDACTED] (Samsung)
- 2021-2024:
 - Base: [REDACTED] per device (based on LTV and [REDACTED] revenue uplift to Google from cleaner devices)
 - Bonus: [REDACTED] additional per device for share switch from iOS (based on [REDACTED] iPhone switcher to \$400+ Android LTV)

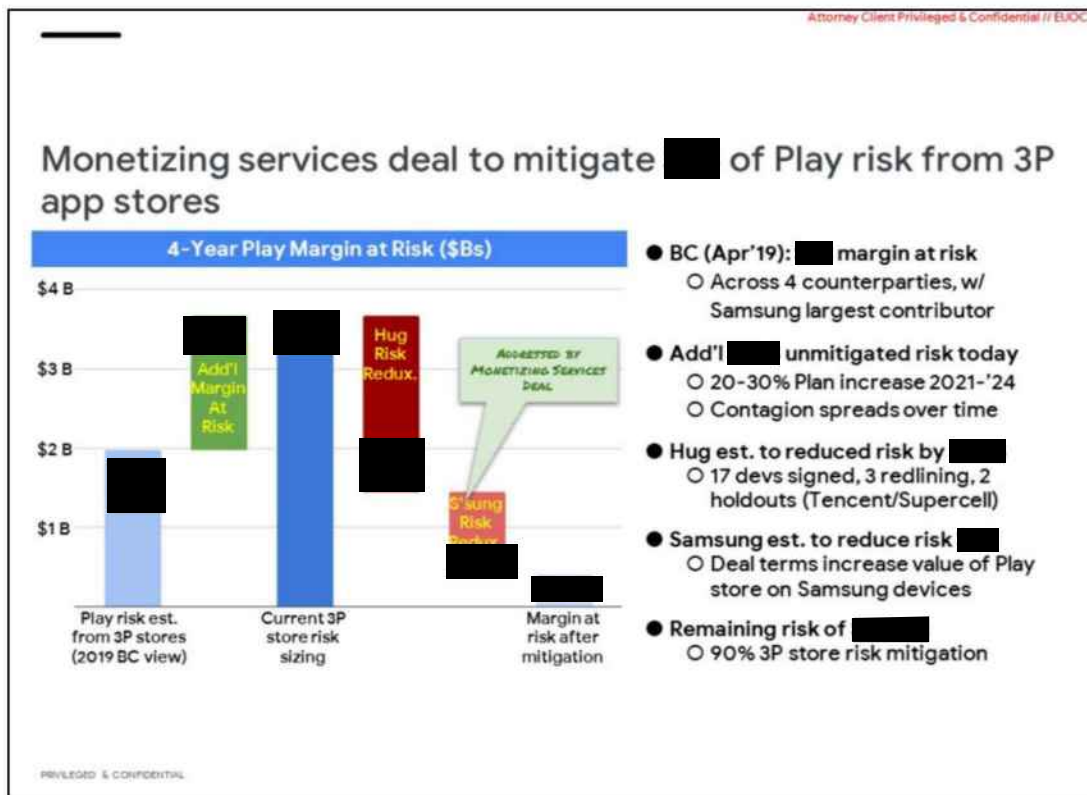
Google Marketing Spend:

- 2021: [REDACTED] initial Google GTM / HC
- 2021-2024:
 - Base: [REDACTED] per device
 - Bonus: [REDACTED] additional per device for share switch from iOS

Current State
High Probability Scenarios
Low Probability Scenarios

Note: Payment to Samsung assumes to be 4 years based on 2020-2023 device for 2020-2023. LTV is based on a theoretical construct and the output is not a precise value. These numbers are not a complete representation of value and/or profitability. In that they do not include the complete set of resources/investments required to build and maintain the products. They are also built to guide specific decisions and are not appropriate for guiding investments outside of those specific scenarios (e.g. Google level investments, decisions for another product area).

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Quality & GTM fund likely to add positive deal value

Total Google Spend for Deal Term (4 years)					
		Annual Shipment Volume			
(\$ in billions)		30M	40M	50M	60M
% iOS Switcher	10%				
	15%				
	20%				
	25%				

Incremental Value Unlocked for Deal Term (4 years)					
		Annual Shipment Volume			
(\$ in billions)		30M	40M	50M	60M
% iOS Switcher	10%				
	15%				
	20%				
	25%				

Net Deal Margin to Google for Deal Term (4 years)					
		Annual Shipment Volume			
(\$ in billions)		30M	40M	50M	60M
% iOS Switcher	10%				
	15%				
	20%				
	25%				

Higher probability scenarios are likely to be positive ROI

Total Google Spend:

- Payments on all shipment of devices in \$400+ tier to improve device quality and increased Android share

Incremental Value Unlocked:

- Margin increase from net increase in iOS switchers to Samsung compared to "Current Trajectory" scenarios
- Conservative incremental uplift in monetization driven by cleaner UI for devices in this tier

Governance to ensure optimal application of spend:

- Finance and StratOps will work with BD (+Samsung) and Marketing to review the efficacy of spend across Samsung and Google's campaigns quarterly, including A/B tests across countries and carriers

High Probability Scenarios

Low Probability Scenarios

Note: Values are not intended to be a forecast or a guarantee. They are based on assumptions and are not a representation of value and/or profitability. In that they do not include the complete set of resources/investments required to build and maintain the products, they are also built to guide specific decisions and are not appropriate for guiding investments outside of those specific scenarios (e.g., Google level investments, decisions for another product area).

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Total Samsung Deal ROI Sensitivities

Search Deal for Deal Term (4 years)		
Pmt to Samsung	Net Deal Impact to Google	ROI

Services Deal for Deal Term (4 years)		
Pmt to Samsung	Net Deal Impact to Google	ROI

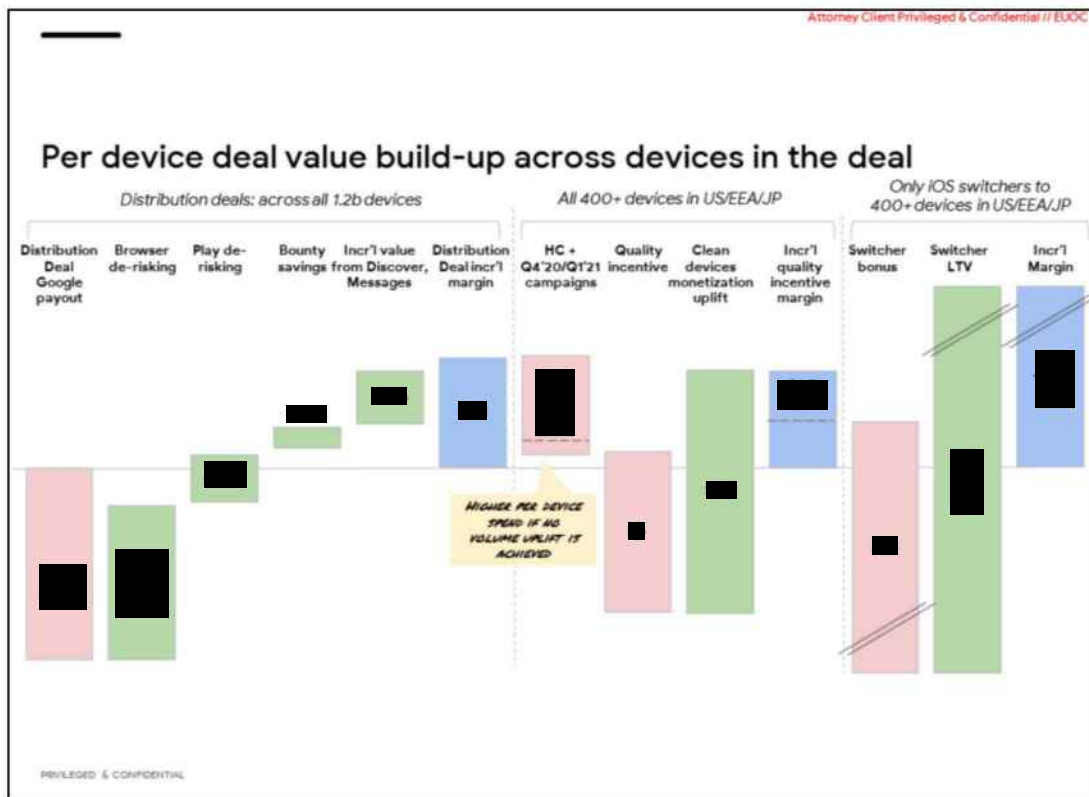
Quality & GTM Fund ROI for Deal Term (4 years)					
		Annual Shipment Volume			
		30M	40M	50M	60M
% IOS Switcher	10%				
	15%				
	20%				
	25%				

Total Samsung Deal ROI for Deal Term (4 years)					
		Annual Shipment Volume			
		30M	40M	50M	60M
% IOS Switcher	10%				
	15%				
	20%				
	25%				

Current State
 High Probability Scenarios
 Low Probability Scenarios

Note: Median device life assumes to be 4.8 years based on 6400+ Android analysis for US/JP/ES. LTV is based on a theoretical construct and the output is not a precise value. These numbers are not a complete representation of value and/or profitability. In that they do not include the complete set of resources/investments required to build and maintain the products. They are also built to guide specific decisions and are not appropriate for guiding investments outside of these specific scenarios (e.g., Google level investments, decisions for another product area).

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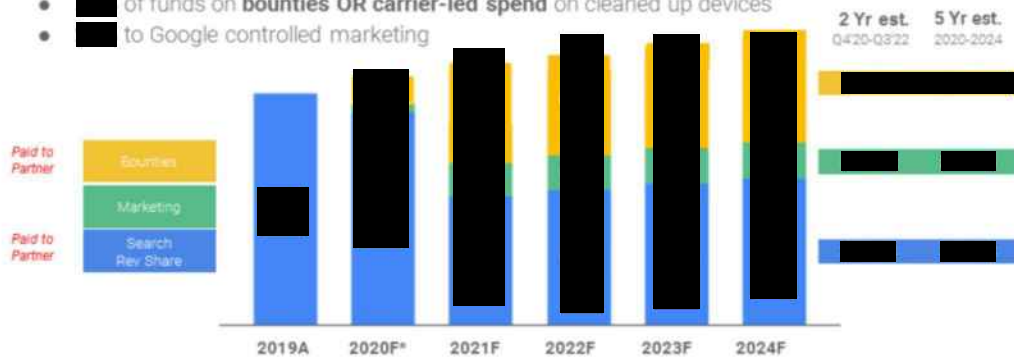
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Carrier perspective: Additional [REDACTED] in the US available through carrier RSA pivot

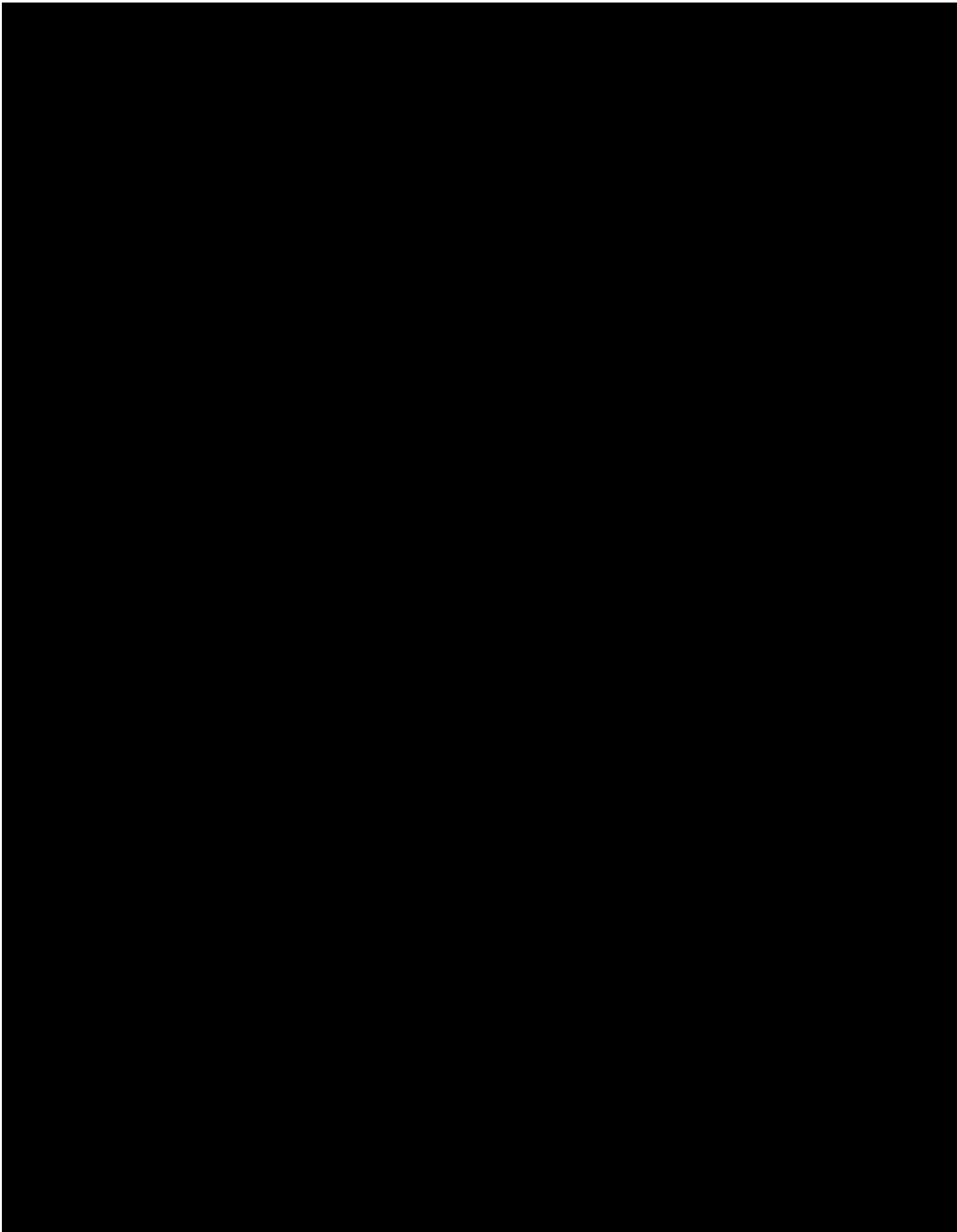
Reset the baseline: reduce current TAC from [REDACTED] (new devices and installed base)

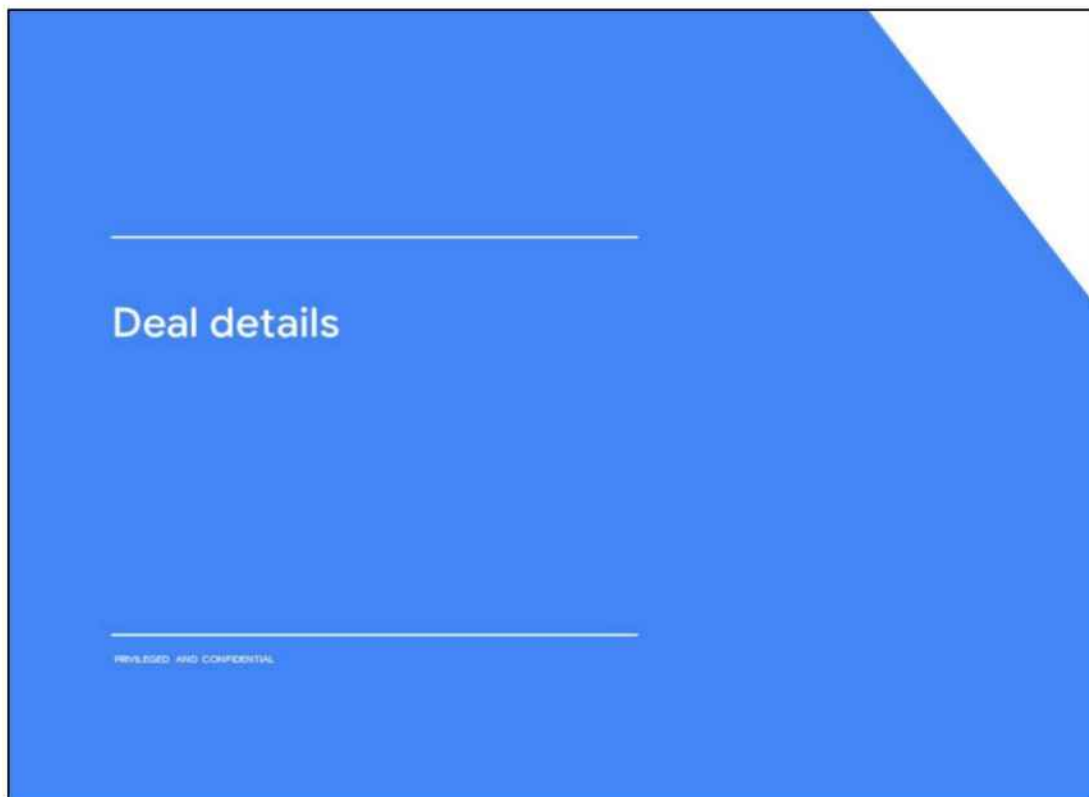
Pivot the freed-up funds to:

- [REDACTED] of funds on bounties OR carrier-led spend on cleaned up devices
- [REDACTED] to Google controlled marketing



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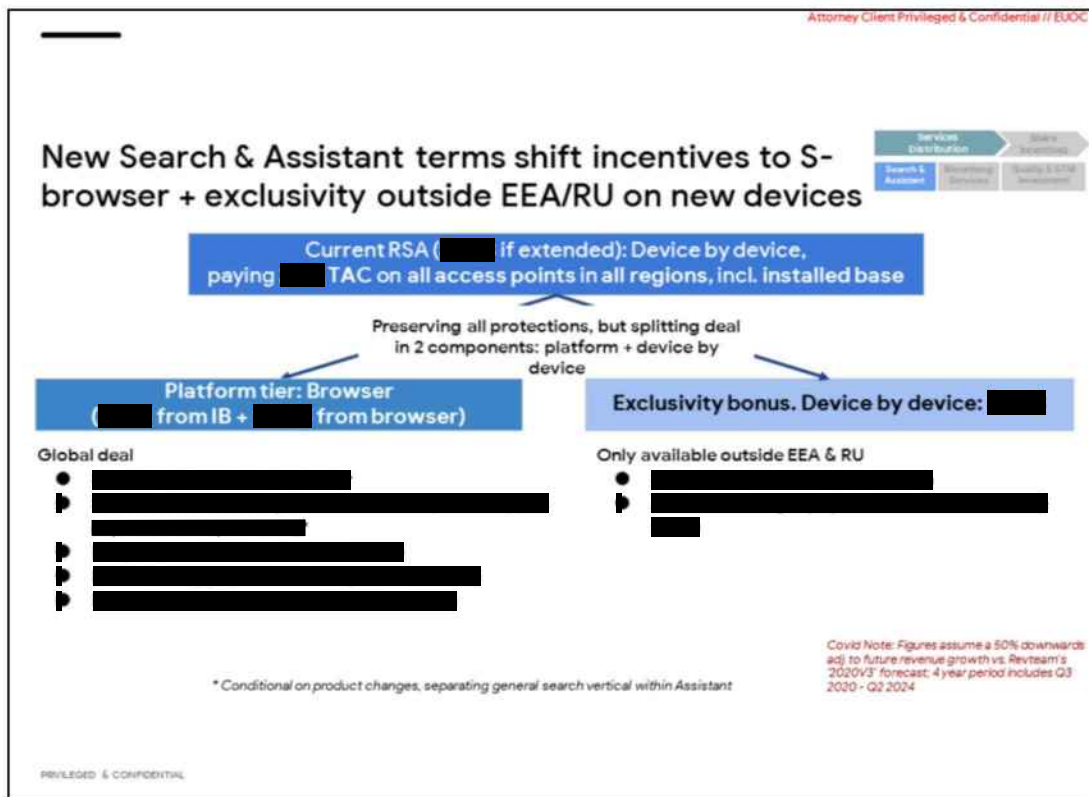


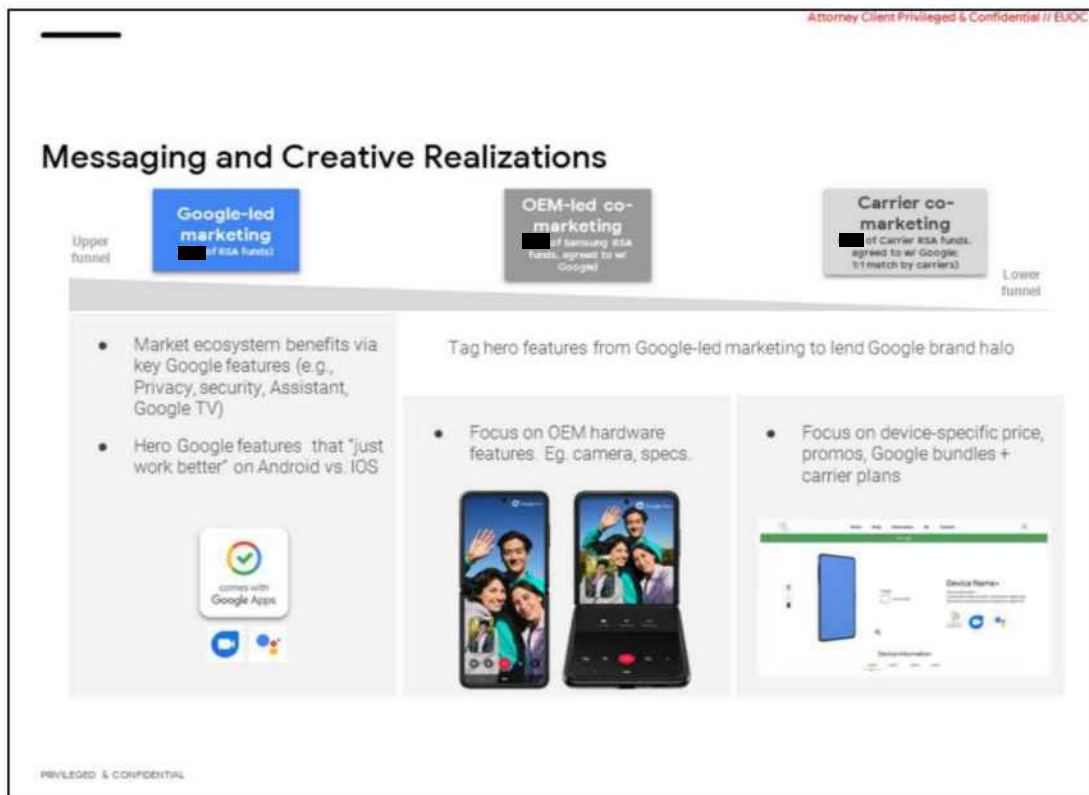
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In the new deal we are aiming to secure more services and achieve better control over device and market outcomes than today

	2017 RSA deal	2020 RSA deal
<i>Term</i>		
<i>Deal size over next 4 yrs</i>		
<i>Scope / coverage</i>		
<i>Search & Assistant protections</i>		
<i>Other services</i>		
<i>Control over device quality</i>		
<i>Influence over GTM</i>		

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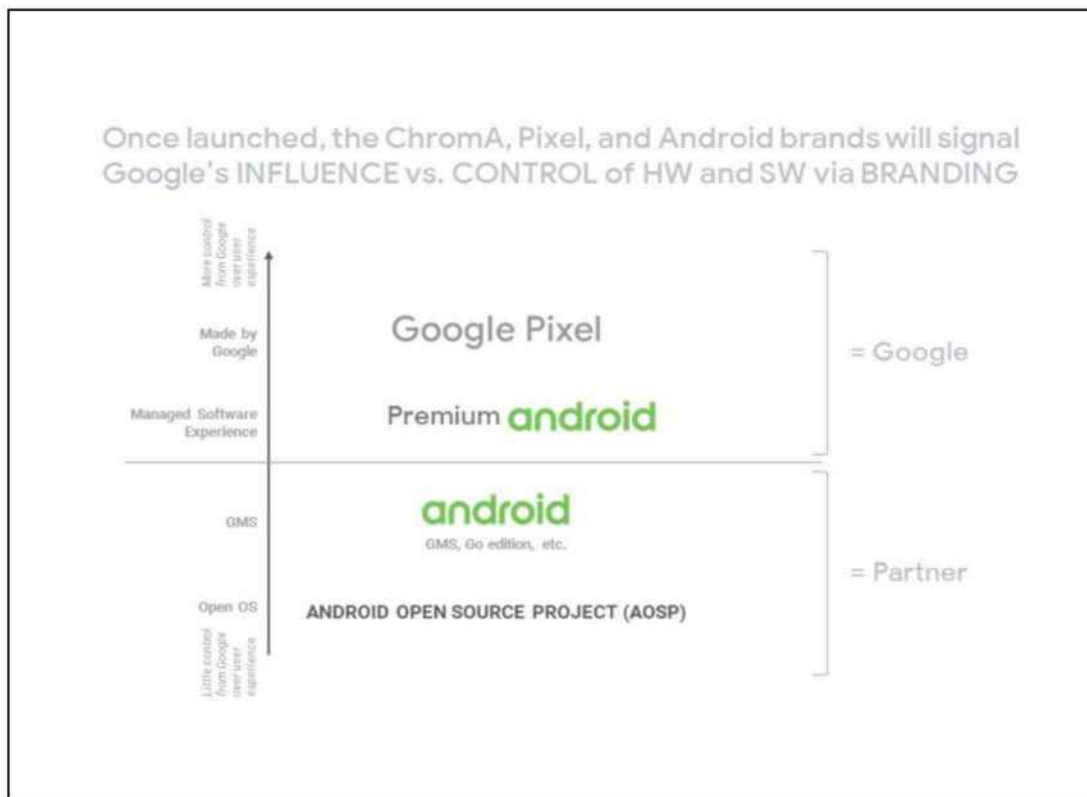
Attorney Client Privileged & Confidential // ELOOC

Operational details of Marketing funds

● Primary purpose
● Unspecified, for flexibility
● Explicitly prohibited

	Google 1P Apps and Service bundles			OEM/Carrier		Governance
	ATL	BTI	Bundle funding	Price promos	Incentives	
Google-led marketing <small>(of all RSA funds)</small>	●	●	●			- Quarterly internal reviews with Google exec leadership to ensure progress against ATL objectives - Quarterly reviews with participating OEMs to coordinate and verify campaign tagging/attribution
OEM-led co-marketing <small>(of Samsung RSA funds, agreed to w/ Google)</small>	● <small>For specific devices featuring our apps and services bundles</small>	●	●		●	- Semi-annual exec-level steering between Google and partner to quantify success metrics. Participation from Marketing, Product, and GTM functions. - Quarterly joint operational reviews to approve new campaigns and report impact of past campaigns
Carrier co-marketing <small>(of Carrier RSA funds, agreed to w/ Google; 1:1 match by carriers)</small>	●	●	●			

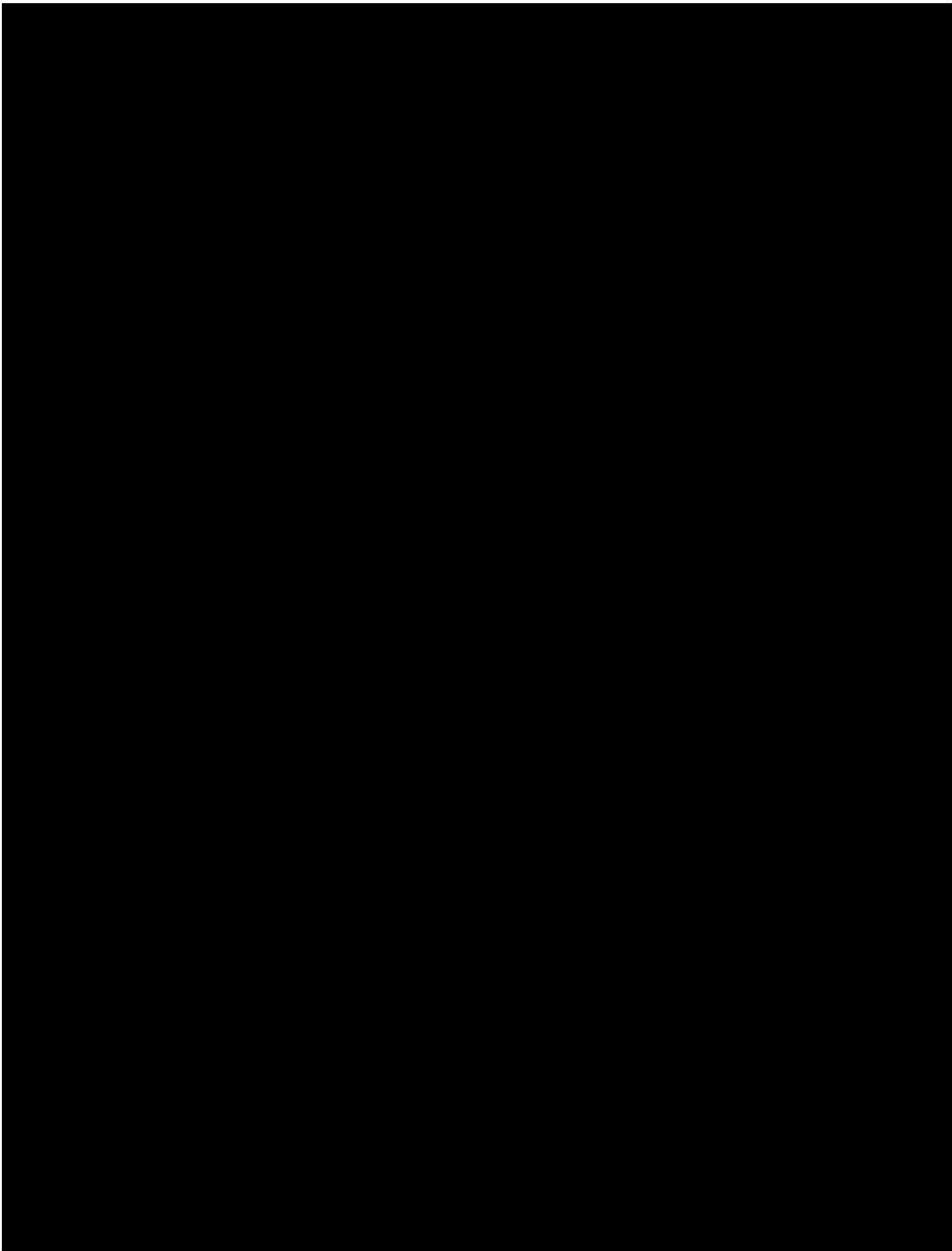
PRIVILEGED & CONFIDENTIAL



Samsung Current
Commercial Agreements Summary

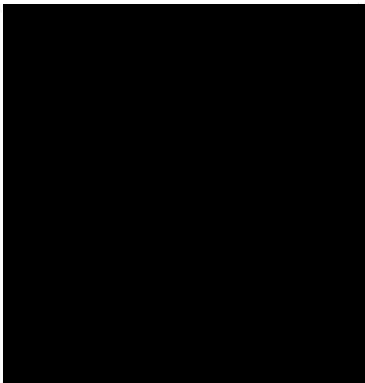
Appendix 3

REVISED AND CONFIDENTIAL



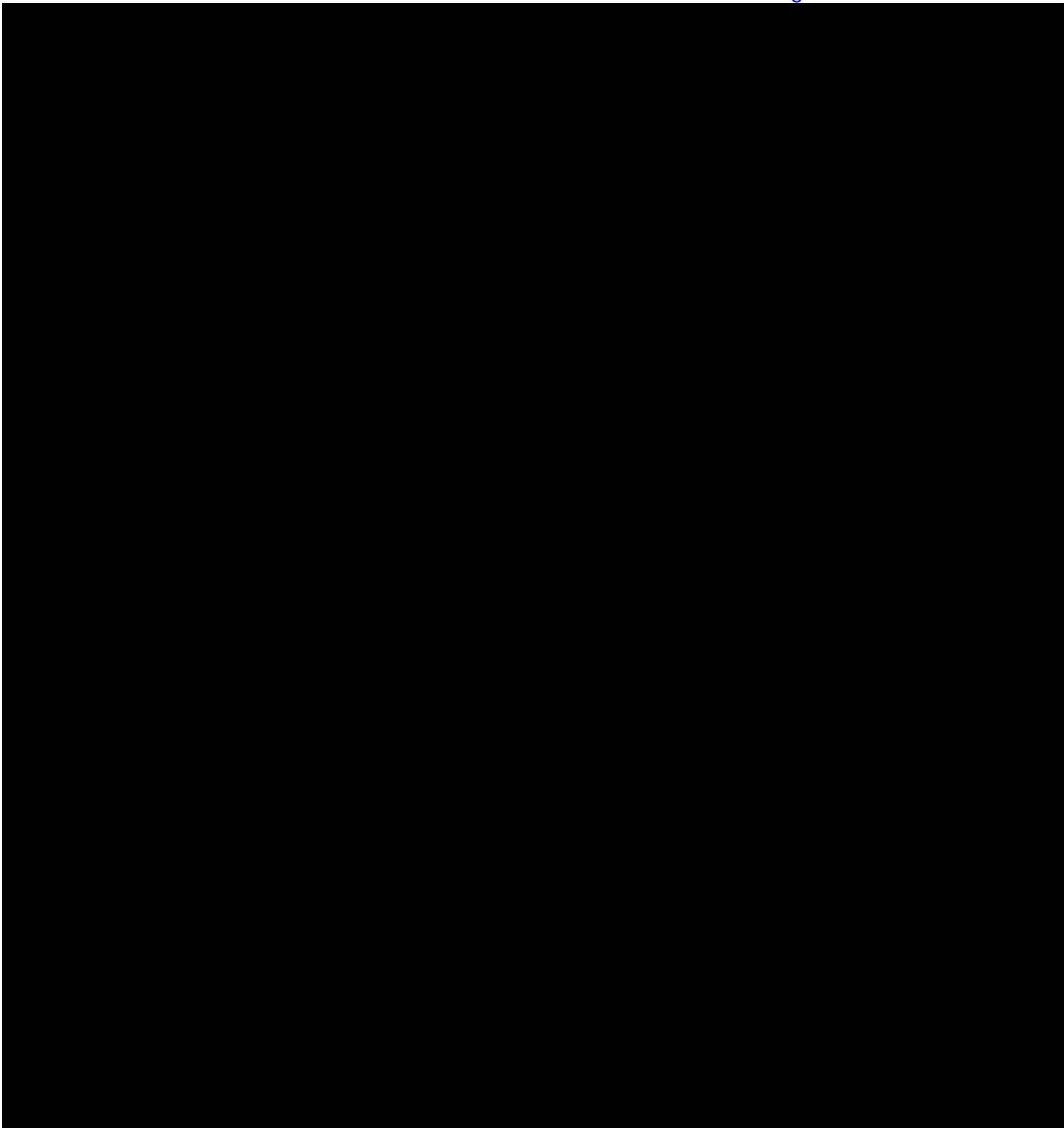
Attorney Client Privileged & Confidential // EUOC

Assistant:
What are we getting / not getting now in **MADA & RSA**

What we get now	Current gaps
<ul style="list-style-type: none">● ● ● ● 	<p>(** On devices not enrolled in RSA)</p> <ul style="list-style-type: none">● HW affordance parity for 3P not in MADA● 2 SUW screens not part of MADA● Quick Settings not protected● Lock Screen / Ambient mode not secured● Assistant / Google would not be pre-favorited in Controls drop-down since Google Home is unlikely to be preinstalled

PRIVILEGED & CONFIDENTIAL

Preview of how new deals will address gaps: we are pivoting from device-by-device to a platform deal; Some of the potential areas not addressed in Samsung's MADA are secured in the RSA



Control Number:	GOOG-PLAY-004538757
Group Identifier:	
Filename:	Copy of -X-team consumption- Samsung Exec rev_1zfxcZUpfdEZhwaV9B2ptgjnbedz6gcQb7xn3lwxD7HU.pptx
Production Vol.:	PROD018
ProdBegAtt:	
ProdEndAtt:	
ProdBegBates:	
ProdEndBates:	
Custodian:	Kolotouros, Jim
AllCustodians:	Kolotouros, Jim
DocExt:	pptx
RecordType:	E-Document
Filesize:	11266866
SortDate:	11/12/2020
Subject:	
Author:	lichristopher@google.com
Application:	
DateCreated:	10/11/2020
DateLastModified:	11/12/2020

Exhibit A7

Public Redacted Version

EXHIBIT 10

Message

From: Eugene Liderman [eliderman@google.com]
Sent: 9/29/2020 3:01:42 PM
To: Dave Kleidermacher [dkleidermacher@google.com]

- **Eugene Liderman**, 2020-09-29 08:01:42

https://techcrunch.com/2020/09/28/google-play-to-better-enforce-in-app-purchase-policies-ease-use-of-third-party-android-app-stores/

- **Eugene Liderman**, 2020-09-29 08:01:46

Did you see this yesterday

- **Dave Kleidermacher**, 2020-09-29 08:02:11

yeah this was a huge launch many months in the making

- **Eugene Liderman**, 2020-09-29 08:02:35

The choice of stores thing came out of left field though?

- **Dave Kleidermacher**, 2020-09-29 08:03:45

it's all PR crap. Sameer wanted to indicate we're being flexible. In practice, what's been considered [REDACTED]

- **Eugene Liderman**, 2020-09-29 08:04:23

Should we be thinking about this with regards to TR and keep side loaded on the charts?

- **Dave Kleidermacher**, 2020-09-29 08:04:52

not sure I understand your link there

- **Eugene Liderman**, 2020-09-29 08:08:07

[REDACTED] should we continue including off-play in our TR to show the risk

- **Eugene Liderman**, 2020-09-29 08:08:34

even though off-play risk has [REDACTED]

- **Dave Kleidermacher**, 2020-09-29 08:09:35

If we had good quality data, we'd probably want to include it, but we don't. It's worse to show misleading data

- **Eugene Liderman**, 2020-09-29 08:15:43

Speaking of quality data for the TR. Now that I showed you that for Android Enterprise, devices with an MTD represent only [REDACTED] of all AE devices are you cool with us publishing the Device Hygiene chart where it's Consumer Play Only vs. Enterprise Play Only

- **Dave Kleidermacher**, 2020-09-29 08:17:38

I still don't like it. Maybe I can be convinced. Other than making AE team happy, what purpose does it have? And how will we make it very clear what it means in terms of P0 vs. DO? I think this shows how important curation/allowlisting is for safety, that's my main takeaway, but not sure this is something that belongs in a transparency report

- **Eugene Liderman**, 2020-09-29 08:21:11

I think the benefits are:
1) As you mention its a great talking point for AE and allows us to consider having more Enterprise specific stats in the future - The AE team uses our TR more than anyone. I also think this helps with our analyst work with Gartner, Forrester, etc... because they all publish about MTDs so for us to prove that malware rates [REDACTED] could help sway their thinking about recommendations on Android
2) It allows us to still show a comparison in chart one so it makes deprecating the off-play stat a little easier

With regards to making it clear about PO/DO, we would add an FAQ item and link to it from that chart so viewers understand what this entails

- **Dave Kleidermacher**, 2020-09-29 08:25:38

the goal of transparency is to provide useful information to the public and raise confidence in what we're doing. What is the message we're trying to send here? Is it simply that enterprise devices are safer? Again, how does that not play right into the hands of the MTDs? Are we going to say that [REDACTED]

- **Eugene Liderman**, 2020-09-29 08:30:06

I dont think we would put that in the TR but the AE team does want to do a blog post around GPP capabilities as a refresher. We could certainly add the MTD stat there - https://docs.google.com/document/d/18LqiSTJpUa-470r0PsgpA7-Mh8jsH3ZAfm-5arNiduQ/edit

- **Dave Kleidermacher**, 2020-09-29 08:30:52

happy to talk more about the TR idea but it's not a slam dunk

- **Eugene Liderman**, 2020-09-29 08:31:06

ok let me book some time

- **Eugene Liderman**, 2020-09-29 08:31:30

Any feedback on the ioXt App Profile trix I shared with you?

- **Dave Kleidermacher**, 2020-09-29 08:31:40

still hadn't had time to review

- **Eugene Liderman**, 2020-09-29 08:33:55

I basically did a fine grained mapping of ioXt Pledge to VPN pledge to OWAS MASVS

- **Eugene Liderman**, 2020-09-29 08:34:20

A message was edited in Google Chat; view the updated message on (https://chat.google.com/dm/ipSjpAAAAAE).

- **Dave Kleidermacher**, 2020-09-29 08:39:08

can you ping me the enterprise vs. consumer graph again? I want to use the stat today in a talk - is it 10x safer on an enterprise device?

- **Eugene Liderman**, 2020-09-29 08:39:35

https://dashboards.corp.google.com/google::_b5e0e744_d47b_491a_8c8d_c8365c1a4021

- **Eugene Liderman**, 2020-09-29 08:39:41

do you have access to this?

- **Eugene Liderman**, 2020-09-29 08:39:47

if not I can email you a screenshot

- **Dave Kleidermacher**, 2020-09-29 08:40:39

I can access, thanks

- **Eugene Liderman**, 2020-09-29 08:40:45

its all the way at the bottom

- **Eugene Liderman**, 2020-09-29 08:40:50

"Experimental"

- **Dave Kleidermacher**, 2020-09-29 08:41:16

looks roughly 10x

- **Eugene Liderman**, 2020-09-29 08:44:58

Consumer: 0.1126% Enterprise: 0.0039%

- **Eugene Liderman**, 2020-09-29 08:45:14

thats looking at the last day, and using the 12month rolling rate

- **Eugene Liderman**, 2020-09-29 08:46:25

Comes out to 27X right?

- **Dave Kleidermacher**, 2020-09-29 08:47:12

I was eyeballing, saw some .01 and .11s a lot. But that number is better, thanks

- **Eugene Liderman**, 2020-09-29 08:49:01

On the right hand side if you gray out the non-SMA values it will be easier to see - <https://www.google.com/url?q=https://screenshot.googleplex.com/7b6LXFriqocxh6C.png&sa=D&source=hangouts&ust=1601480941663000&usg=AFQjCNGzCXfW1ZLDPMcdAV8GyfiyRTHUQg>

- **Dave Kleidermacher**, 2020-09-29 08:58:39

what is SMA?

- **Eugene Liderman**, 2020-09-29 09:18:54

Simple Moving Average = 12 month rolling rate

- **Eugene Liderman**, 2020-09-29 09:19:29

We use a rolling rate to smooth out the numbers and mitigate against data volatility

- **Eugene Liderman**, 2020-09-29 09:46:25

Let me know if you have any other questions

- **Eugene Liderman**, 2020-09-29 09:46:33

Do you want the MTD data as well?

- **Dave Kleidermacher**, 2020-09-29 10:05:49

sure, maybe bring that to our meeting...

- **Dave Kleidermacher**, 2020-09-29 10:06:03

(I don't need it now)

Exhibit A8

Public Redacted Version

EXHIBIT 11

THIS PRESENTATION HAS BEEN REVIEWED BY BC AND IS NOW LOCKED FOR CHANGES

Games Velocity Program

Review of the program approved in April 2019
2 proposals for program extension

June 2021

1

Exhibit
PX 1524

Executive Summary

ATTORNEY-CLIENT PRIVILEGED // REFLECTS LEGAL
ADVICEGames Velocity Program (GVP) worked &
It is meeting its objectives

GVP was approved in 2019 for 21 strategic developers

GVP met its objectives:

- [REDACTED]
- Partnership sentiment shifted from service fees to joint value creation
- Created xGoogle value; GCP signed several incremental commits w/ Gaming clients

Net GVP program investment of [REDACTED] was
[REDACTED] *less than what BC approved*

Why are we here?
2 proposals for BC approval

ASK 1: [REDACTED]
[REDACTED]² in additional investments for GVP 2019
developers

ASK 2: Extend GVP to 9 new developers
[REDACTED] in xPA investments

¹ Includes [REDACTED] in additional investments proposed as part of ASK 1



Reminder: Games Velocity Program (GVP) was approved to deepen top game developer partnerships with Play & Google by unlocking xGoogle value

Changes in mobile gaming created potential for game developers to de-prioritize Play users, and an opportunity for xGoogle collaboration for 21 top gaming partners, to provide to best content for Play users



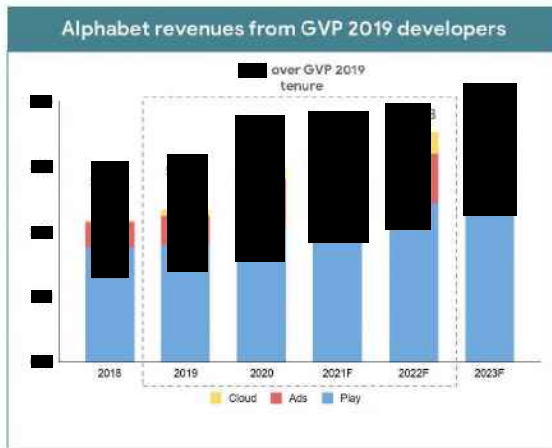
Google's expanded value proposition to developers via xPA offers and services

Four new cross-Google "service packs", across the developer lifecycle



Goals: Developers Prioritize Play Users, Improve Developer Sentiment, Boost x-PA Value

Reminder: GVP 2019 developers drove █████ of Alphabet's revenues in 2020, presented strong xPA growth opportunities



xPA opportunity driven by GVP devs

- **Play** - █████ of annual revenue, marquee content, market/product expansion e.g: multi-platform gaming)
- **Cloud** - new revenue opportunity in gaming vertical
- **YouTube** - content with fast growing viewership
- **Brand** - excellent IP for comarketing, DEI efforts

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■■■■■ devs signed, ■■■■■ & sentiment improved. All incentives were ■■■■■, enabling GCP to expand its presence in gaming

Goal 1: Developers Prioritize Play Users	Goal 2: Improve Developer Sentiment	Goal 3: Boost x-PA Value ³
<ul style="list-style-type: none"> ● ■■■■■ target devs¹² ■■■■■ of Play spend) signed GVP 2019 ● ■■■■■ on Play (247 titles) ● Unlocked x-platform gaming partnership & revenues 	<ul style="list-style-type: none"> ● ■■■■■ asked about service fees pre signing: ■■■■■ ● Developers leaning into Play & Google partnership beyond GVP 2019 ● ■■■■■ developers are in the App Coalition 	<ul style="list-style-type: none"> ● ■■■■■ in incremental GCP commits: including ■■■■■ new accounts⁴ (not incl. ABK). GVP cohort growing ■■■■■ faster than GCP overall (■■■■■ vs. ■■■■■). ● ■■■■■ revenue uplift for Ads, in line with expectations, but can improve -ve ROI⁵ ● ■■■■■ uplift in developer content uploads on YouTube

1 Supercell declined due to low perceived xGoogle value. Exploring new emerging markets opportunities to bring them to the table.
2 GVP 2019 target list of ■■■■■ counts ABK as 3 Play developers - Activision, Blizzard and King
3 ABK included in assessing impact of Goals 1 and 2, but not 3. ABK investment went beyond GVP and was approved separately by BC
4 ■■■■■ new accounts include - ■■■■■
5 GVP 2021 will address Ads ROI by ■■■■■

6
■■■■■

product commits? Better than expected?
Link to source

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Ask 1: Invest [REDACTED] over two years in select developers to retain improved dev sentiment, incent growth, align incentives to deal term¹

Guiding Principle for renewals: Lean into growth	Invest in developers who continue to drive growth and/or enable strategic priorities (e.g. [REDACTED]) [REDACTED] No changes/renewals to existing multi year deals
Investment Principle: Leverage BAU programs, funds	Improve value creation e.g. [REDACTED] Prioritize using BAU funds, e.g. [REDACTED] Apply incentive programs designed for strategic priorities broadly

RENEW selectively? [REDACTED]	NO RENEWALS for devs [REDACTED]
-------------------------------	---------------------------------

<p>↓</p> <p>[REDACTED] GVP 2019 devs proposed for Ads credits beyond 2020</p>	<p>↓</p> <p>Declining Underperforming Multi-year GVP deals</p> <p>[REDACTED] Part of standard incentive programs for strategic priorities, eg [REDACTED]</p>
---	--

1. GVP 2019 deal term: [REDACTED] Only [REDACTED] All other incentives [REDACTED]

2. Play Marketing makes several BAU investments with GVP 2019 developers which return +ve ROI for Google

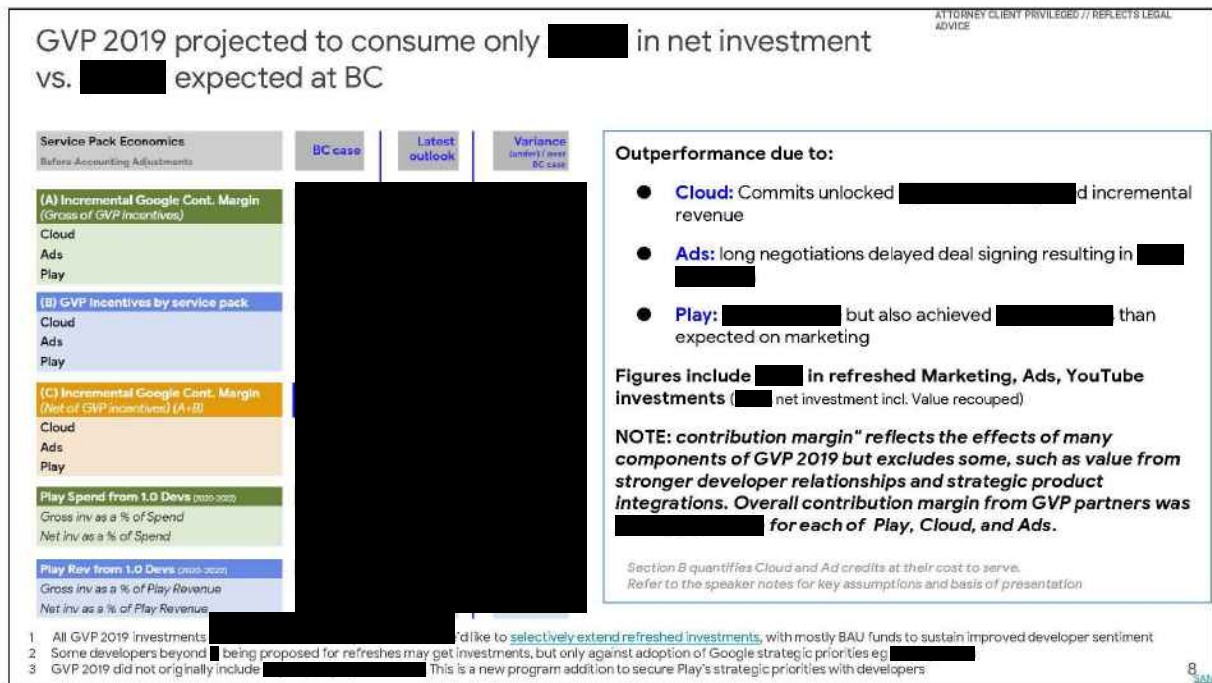
7

Charts: <https://docs.google.com/spreadsheets/d/1y0ws4LIaJXbN1-0iKgD3fF-uHAOGsHD95w7hB4n5INk/edit#gid=0>

[REDACTED]

[REDACTED]

[REDACTED]



Taking out ABK because the deal with them was subsequently morphed beyond the scope of GVP Context and goals of program...

Investment of credits and marketing was partly offset by incremental revenue in Cloud, Ads, and Play.

Net investment - key assumptions:

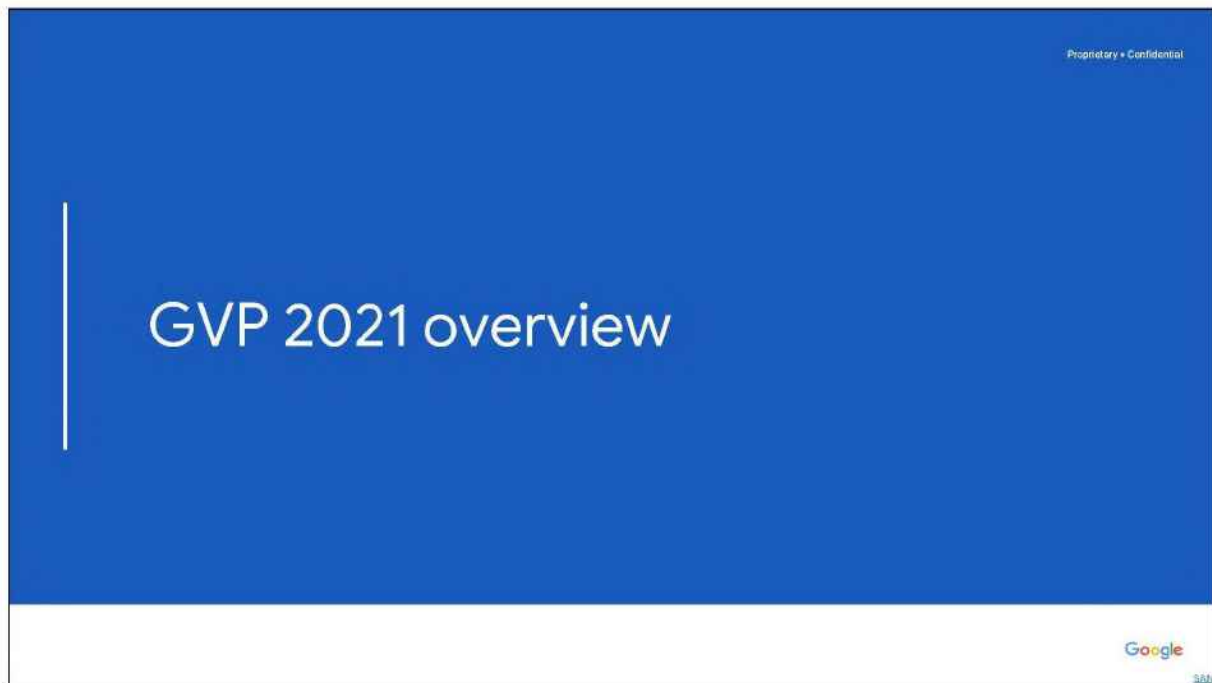
Excludes Strategic Value from improved Dev Sentiment | [REDACTED] | prod integration

Excludes xPA transfer implications

Excludes HC costs

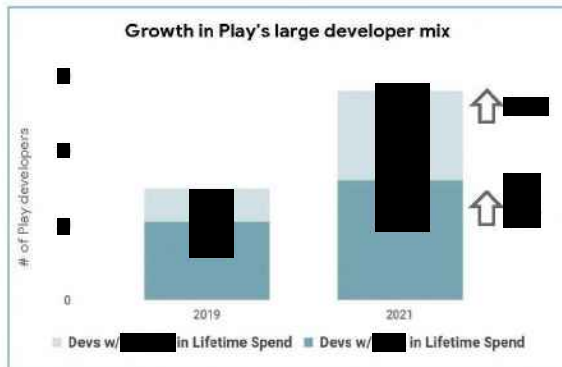
[REDACTED] program duration ([REDACTED]). Deal start date varies by Dev. Assuming GVP 1.0 ends after [REDACTED]

Cloud value recouped Includes spend uplift attributable by Cloud to GVP 1 year past the program duration (customer acquisition value). This benefit is not expected to be repeated if GVP is extended.



Developers making >\$500M in lifetime spend on Play has [REDACTED] since 2019.
New developer mix poses challenges and presents opportunities.

Lifetime spend growth among top partners since 2019



Challenges and opportunities presented by new developer mix

New large & influential developers:

- Offer potential for xGoogle opportunities
- Innovating on monetization strategies

xGoogle partnerships with these developers will help:

- GCP compete with MS, AMZN¹ in gaming
- Play compete with App Store by incentivizing devs to not de-prioritize Play users²

Redacted - Privilege

¹ Google Cloud competes with larger competitors like Amazon, Microsoft who regularly bundle their products

² As part of GVP, we ask [REDACTED]

Charts: <https://docs.google.com/spreadsheets/d/1y0ws4LIajXbN1-0iKgD3fF-uHAOGsHD95w7hB4n5lNk/edit#gid=0>

GVP 2021 strengthens xGoogle partnership with [REDACTED] of Play's large & growing developers [REDACTED] of Play spend)

Devs building the best mobile games for Play users & represent largest opportunity for GCP

Devs
growing on
Play

Lifetime Spend of >\$500M
+
100% growth YoY

Lifetime Spend of >\$1B
+
20% growth YoY

AAA / PC /
Console
Devs²

AAA developers with IPs having
lifetime sales of >\$1B

Growing [REDACTED]

Growing [REDACTED]

Growing [REDACTED]

AAA devs w/ \$B IPs

Redacted - Privilege

None of these developers qualified² for GVP in 2019 as they lacked [REDACTED]

Redacted - Privilege

² GVP 2019 eligibility criteria: [REDACTED] in spend from [REDACTED] spend on Play OR [REDACTED] spend on Play [REDACTED] AND [REDACTED] months)

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GVP 2021 applies lessons learned from GVP 2019 to drive positive contribution margin for Google while unlocking xGoogle value for developers

Trim offers; tie to growth	<ul style="list-style-type: none"> ● GCP - devs selected based on [REDACTED] ● Ads - based on [REDACTED] ● Play - offers (e.g. [REDACTED] unlocked by [REDACTED]) ● Marketing - incremental value to dev & Play [REDACTED]
Secure product priorities for Play users	<ul style="list-style-type: none"> ● Strategic Product commits - [REDACTED] and [REDACTED] integration ● Game quality - [REDACTED] to ensure best user experience ● Ecosystem influence - help Google scale products through [REDACTED]
Simplify & Scale Operations	<ul style="list-style-type: none"> ● Automate¹ - reduce manual efforts - eg: [REDACTED] ● Term: [REDACTED] for all offers except [REDACTED] (renewal based on [REDACTED]) ● Consults: Drop: [REDACTED]. Add: [REDACTED]

1 We are making progress in improving operations by automation / scaling eg delivering Ads, Cloud credits; however, aspects such as [REDACTED] continue to remain highly operational & resource intensive

SAN

We learnt that accounting guidelines mandate [REDACTED] In GVP 2021, we propose setting up a governance committee to ensure signed deals remain within the approval guardrails, and to review them appropriately if not

GVP 2021 is contribution margin positive for Cloud, Ads, and Google Overall

	Base	Low	High
\$m	Total '21-'25	Total '21-'25	Total '21-'25
Incremental Revenue			
Play			
Play Revenue Allocation			
Play Post-Acct. Rev			
Cloud (Revenue net of discount)			
Cloud Revenue Allocation			
Cloud Post-Acct. Rev			
Ads (excl. Play + YT)			
YT (Ads)			
Total Incremental Revenue			
Direct Deal Related Cost (incl. GPP)			
Play			
Cloud			
Ads (excl. Play + YT)			
YT (Ads)			
Total Cost			
Deal Contribution Margin			
Play			
Cloud			
Ads (excl. Play + YT)			
YT (Ads)			
Total Contribution Margin			

Incremental Revenue includes Revenue net of discount at the Cloud Play, Ads and YT. Total Incremental Revenue includes uplift.

- **Cloud:** [REDACTED] (down from [REDACTED]) of Play spend as Cloud credits; Service pack designed to incentivize new commits and spending.
- **Ads:** UAC credits [REDACTED] (down from [REDACTED]) of Ad spend.
- **Play:** [REDACTED] Marketing, [REDACTED] in [REDACTED] and [REDACTED] in [REDACTED] in the base case
Scales up with performance for [REDACTED]
- Direct deal related costs include [REDACTED] in GVP incentives (Cloud [REDACTED] | Ads [REDACTED] | Play marketing, esports, GPP [REDACTED])
- GVP incentives as a % of Play spend: [REDACTED] (down from [REDACTED])
- **NOTE: contribution margin" reflects the projected effects of many components of GVP 2021 but excludes some, such as value from stronger developer relationships and strategic product integrations. Overall contribution margin from GVP partners is expected to remain strongly positive for each of Play, Cloud, and Ads.**

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SAN

Basis of presentation and key assumptions

Excludes Strategic Value from improved Dev Sentiment | [REDACTED] | strategic product integrations

Excludes xPA transfer implications

Excludes HC costs

[REDACTED] program duration (mostly [REDACTED]). No extension

Base: [REDACTED] GCP TAM @ [REDACTED] utilization | [REDACTED] Ad uplift | [REDACTED] base

Low: [REDACTED] GCP TAM @ [REDACTED] utilization | [REDACTED] Ad uplift | [REDACTED] base

High: [REDACTED] GCP TAM @ [REDACTED] utilization | [REDACTED] Ad uplift | [REDACTED] stretch

Appendix

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SAN | Slides & Appendix Navigator

SAN

Main Slides	Appendices	
2 Executive Summary	16 Appendix A: GVP 2019 dev-wise margins	26 Appendix K: GVP 2019 sentiment pre-GVP
4 Background for GVP	17 Appendix B: GVP 2021 economics (alternate)	27 Appendix L: GVP 2019 devs xPA footprint
5 GVP 2019 Developers & Alphabet	18 Appendix C: GVP 2019 P&L Detailed View	28 Appendix M: GVP 2019 success metrics
6 GVP 2019 Objectives & Results	19 Appendix D: Public Support of Partnership	29 Appendix O: Dynasty & NCSoft
7 GVP 2019 Proposed Refreshes	20 Appendix E: Potential deal structure	30 Appendix P: Runway & GVP developers
8 GVP 2019 Economics	21 Appendix F: Social Casino	31 Appendix Q: Ads recap
10 State of Play's Ecosystem	22 Appendix G: GVP 2021 success metrics	35 Appendix R: GCP recap
11 GVP 2021 Developers	23 Appendix H: GVP 2021 service pack details	40 Appendix S: YouTube recap
12 GVP Learnings	24 Appendix I: GVP 2019 vs GVP 2021	
13 GVP 2021 Economics	25 Appendix J: GVP 2019 sign-up status	

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SAN

Appendix A: Value offered to GVP 2019 Devs (excl. ABK) within [REDACTED] range approved by BC

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Google Contribution Margin							Cont. Margin	Value to Dev
Developer	Cloud	Ads	Mkt	GPP	YT	Total		
✓ [REDACTED]								
✓ Riot								
✓ [REDACTED]								
✓ [REDACTED]								
✓ [REDACTED]								
Total (Excl. ABK)								

- Most deals signed in the BC approved [REDACTED] value range
- Value realized by devs who signed GCP commits was higher than in the BC case due to incremental discounts from commits
 - Includes [REDACTED] who is currently negotiating a commit
- [REDACTED] and [REDACTED] underperformed on Play compared to expectations, thus increasing net % value invested. We are not renewing deals with both devs
- **NOTE: Contribution margin listed here reflects net effect of GVP 2019; overall contribution margin from GVP partners was positive for each of Cloud, Ads, and Play.**

Note: Value offered defined as incentives at Face Value / 2020-22 Spend.
 ✓ Represents GVP deals with Cloud commit

Move to Appendix

Appendix B: GVP 2021 is contribution margin positive for Cloud, Ads, and Google Overall

Service Pack Economics	Base Total	Low Total	High Total
Before Accounting Adjustments			
\$ millions			
(A) Incremental Google Cont. Margin (Gross of GVP incentives)			
Cloud			
Ads			
Play			
(B) GVP Incentives by service pack			
Cloud			
Ads			
Play			
(C) Incremental Google Cont. Margin (Net of GVP incentives) (A+B)			
Cloud			
Ads			
Play			
Play Spend from 2.0 Devs (2020-2025)			
Gross inv as a % of Spend			
Net inv as a % of Spend			
Play Rev from 2.0 Devs (2020-2025)			
Gross inv as a % of Play Revenue			
Net inv as a % of Play Revenue			

- **Cloud:** [REDACTED] (down from [REDACTED] of Play spend as Cloud credits; Richness and use-restrictions designed to incentivize new commits and spending.
- **Ads:** UAC credits [REDACTED] (down from [REDACTED] of Ad spend.
- **Play:** [REDACTED] Marketing. [REDACTED] in the base case
Scales up with performance for [REDACTED]
- **NOTE:** contribution margin" reflects the projected effects of many components of GVP 2021 but excludes some, such as value from stronger developer relationships and strategic product integrations. Overall contribution margin from GVP partners is expected to [REDACTED] for each of Play, Cloud, and Ads.

Section A: Incremental Google Value: represents Gross Margin attributable to GVP GROSS of GVP Inv.
Section B: FA incremental investments: Captures costs to serve Cloud/Ad credits, marketing inv.
Section C: Google Net Value: represents Gross Margin attributable to GVP NET of GVP Inv.

To be confirmed, but currently we expect Accounting transfers will be [REDACTED], but the overall deal will still be [REDACTED].

Regarding GVP 2019 richness: Cloud credits were at [REDACTED] of Play spend except for [REDACTED] at [REDACTED]. Ads credits were at [REDACTED] of ads spend except for [REDACTED].

High case: [REDACTED] contribution margin driven by:
Cloud: Unlock higher GCP opportunity ([REDACTED] of TAM) and [REDACTED] utilization of GCP credits
Ads: [REDACTED] revenue uplift from UAC credits
Play: \$XXM Incremental Play spend from Garena hitting "stretch" targets

Net investment - key assumptions:
Excludes Strategic Value from improved Dev Sentiment | [REDACTED] | strategic product integrations
Excludes xPA transfer implications
Excludes HC costs
[REDACTED] program duration (mostly [REDACTED]). No extension
Base: [REDACTED] GCP TAM @ [REDACTED] utilization | [REDACTED] Ad uplift | [REDACTED] base
Low: [REDACTED] GCP TAM @ [REDACTED] utilization | [REDACTED] Ad uplift | [REDACTED] base
High: [REDACTED] GCP TAM @ [REDACTED] utilization | [REDACTED] Ad uplift | [REDACTED] stretch

GVP 2019 + Refreshes: [REDACTED] **Google Contribution Margin with Cloud upside partially offsetting Play | Ads | YT investments**

Methodology + Key assumptions + Input providers

GVP 2019	Pre-refresh GVP 1.0 excl. ABK Total '19-'24	Refresh GVP 1.0 Total '21-'23	Total GVP 1.0 incl. Refresh Total '19-'24
Incremental Revenue			
Play			
Play Revenue Allocation			
Play Post-Acct. Rev			
Cloud			
Cloud Revenue Allocation			
Cloud Post-Acct. Rev			
Ads (excl. Play + YT)			
YT (Ads)			
Total Incremental Revenue			
Direct Deal Related Cost			
Play			
Cloud			
Ads (excl. Play + YT)			
YT (Ads)			
Total Cost			
Deal Contribution Margin			
Play			
Cloud			
Ads (excl. Play + YT)			
YT (Ads)			
Total Contribution Margin			

Note: the [REDACTED] play revenue allocation is an estimate

- Latest Google contribution margin outlook - [REDACTED] for Play | [REDACTED] for Cloud | [REDACTED] for Ads | [REDACTED] for YT
- Figures include [REDACTED] in refreshed Marketing, Ads, YouTube investments [REDACTED] net investment incl. Value recouped)
 - Marketing: [REDACTED] (Gross) [REDACTED] (Net)
 - YT presence grants/ esports: [REDACTED] (Gross)
 - Loyalty [REDACTED] devs: [REDACTED] (Gross) [REDACTED] (Net)
 - Ads [REDACTED] devs: [REDACTED] (Gross) [REDACTED] (Net)
- x-PA implications: Revenue re-allocation from Play to Cloud expected to be [REDACTED]

NOTE: contribution margin" reflects the effects of many components of GVP 2019 but excludes some, such as value from stronger developer relationships and strategic product integrations. Overall contribution margin from GVP partners was [REDACTED] for each of Play, Cloud, and Ads.

Google

Methodology + Key assumptions + Input providers

Methodology for Play Revenue Allocation:

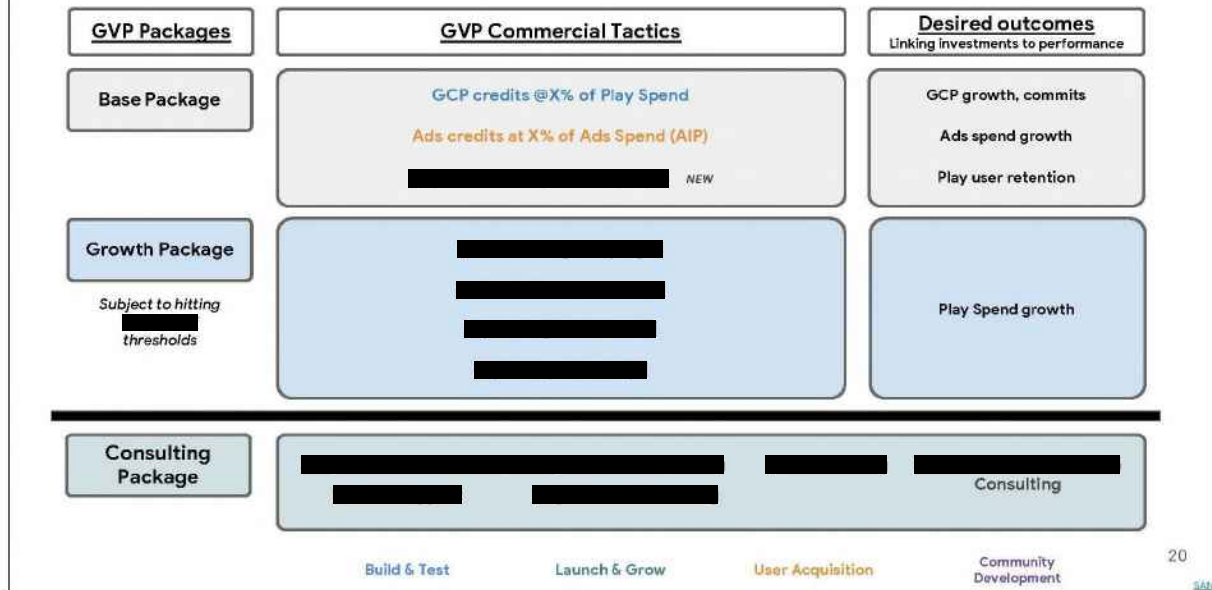
Q3'19 - Q1'21 Actuals (excl. ABK) + Play Deferrals Forecast (excl. Commit deals and Cash reimb) + Deferral Forecast for Commit Devs (excl. ABK)

Input providers: Latest Cloud model on incremental revenue attributable to GVP from JasonN, Actuals from ocrisafulli@, Deferral Forecast for Commit devs from caitlinburke@, and Play Deferrals from karanmmxix@

Appendix D: We would like to encourage developers to publicly highlight success of their businesses and their partnerships with Play

Leverage developer's social media, O&O channels		Partner with Play on joint PR
Platform availability	Highlight benefits from Play partnership	Joint PR & case studies
<ul style="list-style-type: none"> ● Invest in title specific messaging for Play: <ul style="list-style-type: none"> ○ "Title X now available on Google Play" ○ "Just updated on Google Play" ○ "New skins available on Google Play" ○ etc 	<ul style="list-style-type: none"> ● Highlight key partnership aspects with Play <ul style="list-style-type: none"> ○ Successful game titles ○ Great product outcomes ○ New platform adoptions ○ ... ○ ... 	<ul style="list-style-type: none"> ● Joint PR on select strategic partnerships, eg xGoogle deals (similar to ABK) ● Create press-ready stories packaging partner testimonials and tie in with our broader ecosystem support narratives

Appendix E: Aligning deal structure & incentives with growth and ROI



Redacted - Privilege

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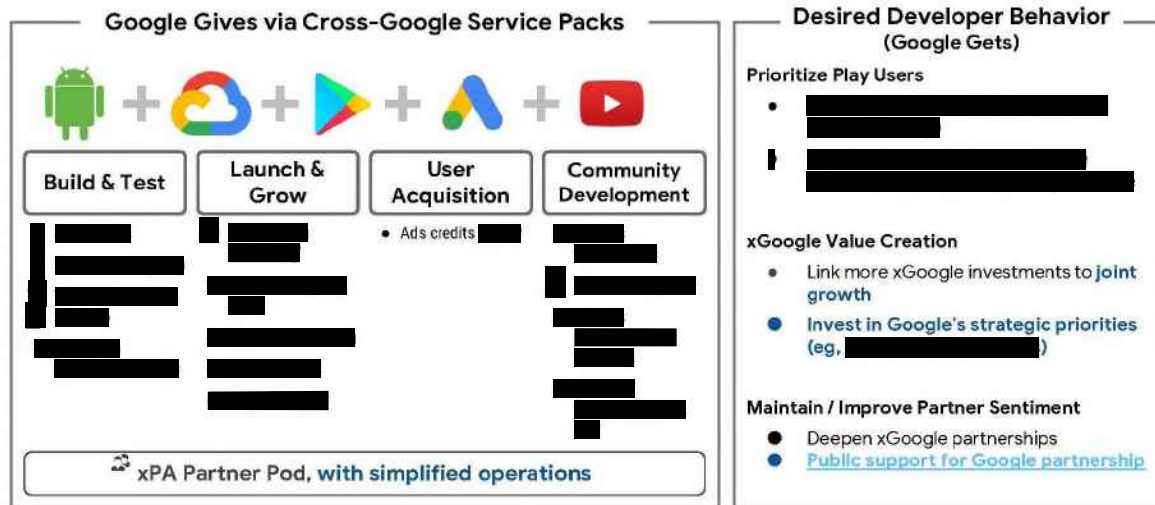
Appendix G: Cross Google service packs | Success Metrics

Service Pack	Service Pack Components	Success Metrics
Build & Test	<ul style="list-style-type: none"> ● GCP credits: [REDACTED] of developer's Play spend reinvested as GCP credits, issued every [REDACTED] months 	<ul style="list-style-type: none"> ● Total/incremental GCP commits ● GCP credits consumption
Launch & Grow	<ul style="list-style-type: none"> ● Co-marketing: Promote key title moments via [REDACTED] ● [REDACTED] 	<ul style="list-style-type: none"> ● Increased participation [REDACTED] from top partners
User Acquisition	<ul style="list-style-type: none"> ● Ads credits: Shift UAC credits from [REDACTED] of developer spend to [REDACTED] 	<ul style="list-style-type: none"> ● ROI from UAC credits
Community Development	<ul style="list-style-type: none"> ● [REDACTED] ● [REDACTED] ● [REDACTED] ● [REDACTED] 	<ul style="list-style-type: none"> ● Mobile game watchtime growth ● O&O channel watchtime / upload growth

Blue items are new

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Appendix H: Evolved GVP 2021 to continue unlocking strategic partnerships, and enable Play users to get the best content at launch



Blue items are new

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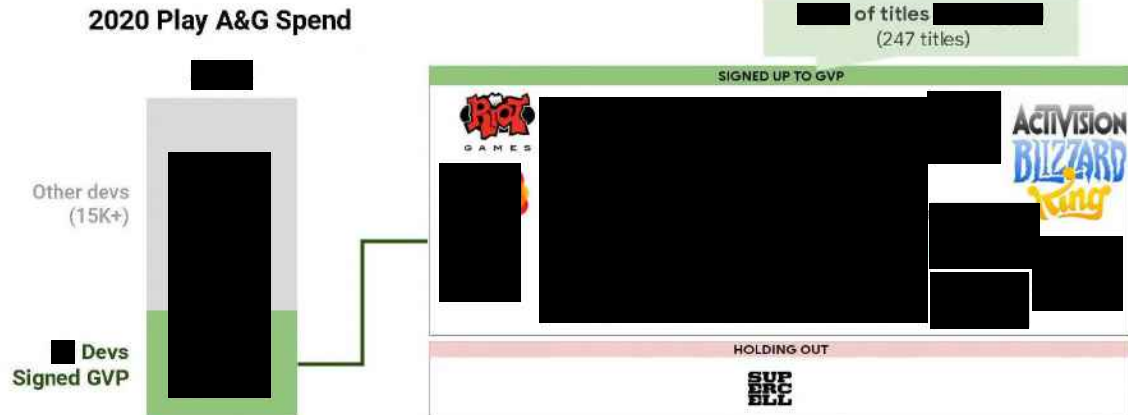
Appendix I:
Comparing
programs

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	GVP 2019	GVP 2021
Program Objective	Mitigate Play distribution risk	Deepen xGoogle strategic partnerships
Eligibility criteria	PC/Console Devs [REDACTED] Play Devs: [REDACTED]	PC/Console Devs [REDACTED] Play Devs [REDACTED] [REDACTED] Redacted - Privilege
# of developers	[REDACTED]	[REDACTED]
% of Play Spend covered	[REDACTED]	[REDACTED]
Google Gives	Commercial: Ads credits: [REDACTED] of eligible UAC spend, [REDACTED] GCP credits - [REDACTED] of Play Consumer Spend, [REDACTED] Comarketing - [REDACTED] in [REDACTED] YouTube Presence Grants - [REDACTED] eSports rights / sponsorships - [REDACTED] Consultative [REDACTED]	Commercial: Ads credits [REDACTED] of UAC spend [REDACTED] GCP credits [REDACTED] of Play Spend; [REDACTED] retrievable against commits Comarketing - [REDACTED] YouTube Presence Grants - [REDACTED] eSports rights / sponsorships - [REDACTED] Consultative [REDACTED]
Google Gets	[REDACTED]	[REDACTED] Public support for Play Partnership [REDACTED] only)
% Investment (value to dev)	[REDACTED] of respective Play Consumer spend	[REDACTED] of respective Play Consumer spend (except [REDACTED])
Term	[REDACTED] for GCP credits, [REDACTED] for all else	[REDACTED] for all incentives except [REDACTED] (renewed post ROI eval)
Google Gross Investment	[REDACTED] to extend [REDACTED] for select devs	[REDACTED]
Google Net Investment	[REDACTED]	[REDACTED]

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Appendix J: [REDACTED] target) devs representing [REDACTED] of Play spend signed GVP; are prioritizing Play users via [REDACTED] on Play; negotiations underway with Supercell

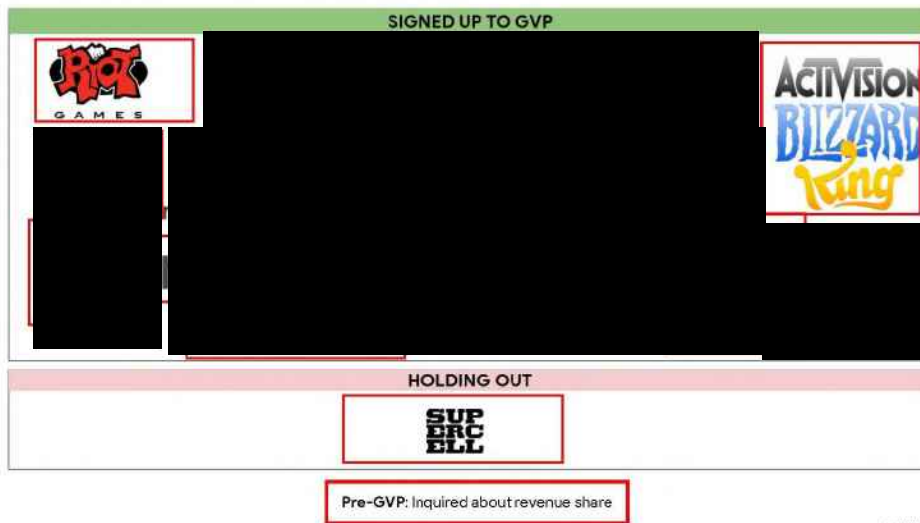


[REDACTED] is signing up to GVP obligations on a title by title basis due to their publisher led business model

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Appendix K: Reminder: pre-GVP, several GVP devs expressed concern towards their partnership with Play & Google






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[illegible]

* xPA Finance assessment of developer investment with Google; not entirely attributable to GVP, but supported by GVP

Appendix M: Developers realized value across PAs & beat BC estimates for GVP 1.0

BC Success Metrics			Other Metrics	
	@ BC	Actual		
	ARR acceleration	████ (by 2024)	████ (by 2024)	
	Win-Rate acceleration	████	████	
	Marquee titles on GCP	N/A	9	
		@ BC	Actual	
	UAC yoy growth rate acceleration	████	████ Incremental	
	SVA / Best Practice adoption	N/A	Low Adoption	
		@ BC	Actual	
	Mobile game watchtime, as % of total gaming watchtime	████ (by 2022)	████ (2020)	
	Mobile game creator/upload uplift	N/A	████	
			3-4 Yr Incremental Spend Commits	████
			Share of Wallet	████
			ROI	████

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Cloud Deals:

-ABK: ██████████ - Titles: CONFIDENTIAL - COD,

██████████ Titles: 3

██████████ Titles:

- Not closed ██████████

██████████

██

██

TOTAL: ██████████ Incremental: ██████████

Cloud KPI Definitions:

-ARR acceleration: Defined as average YoY growth between BC 5-year total: ██████████, HUG BC 5-year total: ██████████ and HUG new projected 5-year total: ██████████

-Win-rate acceleration: Defined as conversion percentage increase from BC %. BC conversion was ██████████ w/o HUG and ██████████ with HUG ██████████ = ██████████. Already signed ██████████ out of ██████████ developers so ██████████ conversion. Estimating conservatively at ██████████ through program duration. ██████████ = ██████████.

-Marquee titles on GCP: Defined as number of marquee titles on GCP from signed developers. 9 titles include"

>>Netmarble: Lineage 2 Revolution, BTS world migrating from AWS

>>Mixi: Monster Strike - Expected to 13x spending

>>Pearl Abyss - Black Desert Mobile - new customer

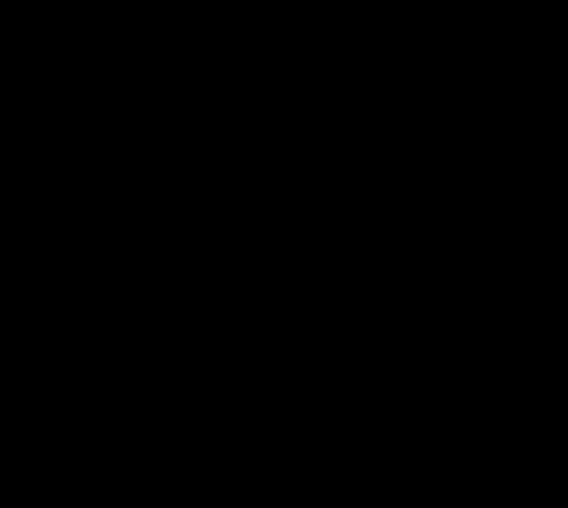
>>Com2US - Monster Warlord, Dragon Blaze, TALION and new title

>>Aniplex - Fate Grand Order - Expected to 40x spending

Appendix O: [REDACTED]

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Appendix P: Runway (Play reducing service fee to 15% for first \$1m in revenue) has minimal impact on payouts to most GVP developers

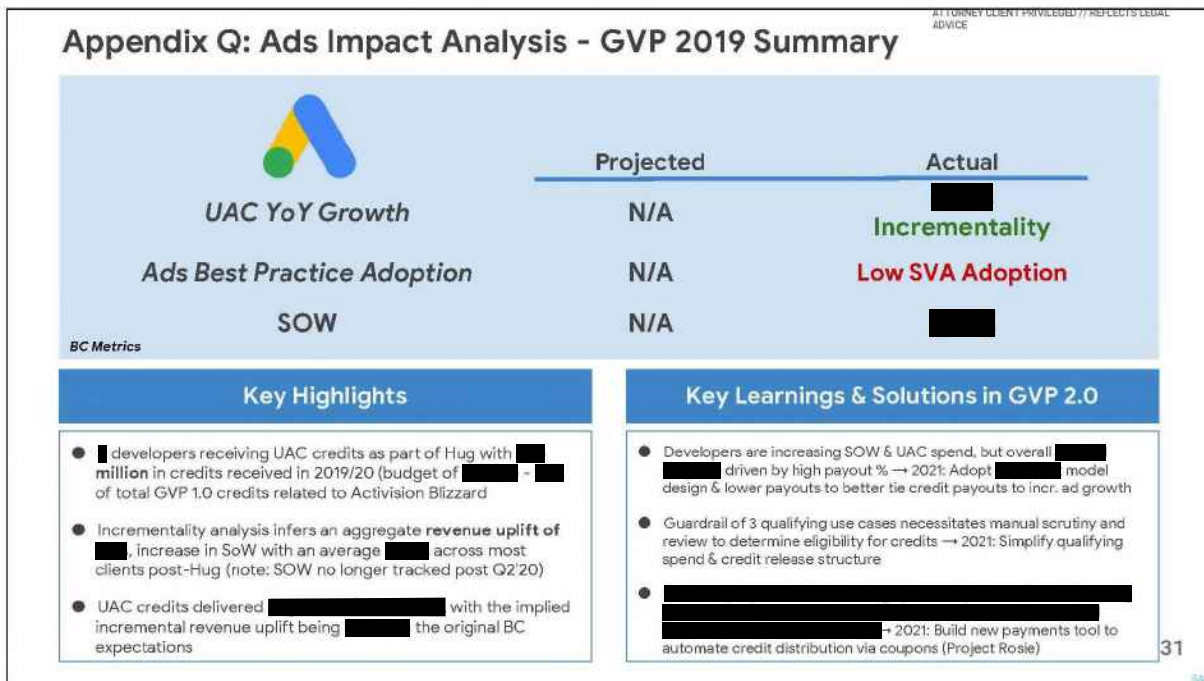
Developer	Runway %	Developer	Runway %
			

We will not renew GVP with [REDACTED] due to underperformance of their titles on Play

[REDACTED] titles are published by 3rd party developers (e.g. [REDACTED] for [REDACTED]), due to which this number is misleading. We will continue to invest behind [REDACTED] high potential titles

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BC assumption of uplift was equivalent to [REDACTED] of released credits - BC assumption = [REDACTED] uplift [REDACTED] of [REDACTED]) vs actual implied uplift of [REDACTED]

Latest incrementality study performed by the Economics team (as of Oct-20) - Source

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Learnings from User Acquisition

	GVP 1.0	GVP 2.0
AC credits were expensive	<p>Ads ROI is [REDACTED] while overall program ROI remains [REDACTED]</p> <ul style="list-style-type: none"> Though incrementality surpassing BC expectations, [REDACTED] Ads ROI is unsustainable for renewal or scaling purposes X deals unintentionally double dipping in both GVP & DVIP, resulting in \$xx credits paid out without incrementality 	<p>Lower % back from [REDACTED] to [REDACTED]</p> <p>Limit customers to sign either GVP, [REDACTED]</p>
Credit utilization was low	<p>Only [REDACTED] of Ad credits was unlocked, leaving [REDACTED] on the table</p> <ul style="list-style-type: none"> Avg deal negotiation duration [REDACTED] leaving devs [REDACTED] to fulfil contract terms, which are slated to end [REDACTED]. High credit caps for low ad spenders (eg. [REDACTED]), resulting in [REDACTED] redemption [REDACTED] of credits were redeemed by [REDACTED] rest of partners range from [REDACTED] redemption. 	<p>Secure budget through end of 2022 to allow for longer negotiation time</p> <p>Re-work budget allocation based on Ad spend ability</p>
Operationally very taxing	<p>Highly manual to operationalize customized deals</p> <ul style="list-style-type: none"> Credits delivered via credit memos, which are highly manual in calculation & application X out of 18 deals have customized terms, requiring customized setup from Accounting & Legal, hindering the ability to automate.. Ads rev database lacks signals to differentiate gaming vs non gaming rev 	<p>Issue credit via Coupons (already secured Eng/PM commitment via Project Rosie)</p> <p>Standard [REDACTED] deal mechanism</p>

Credit redemption

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Summary of UAC Revenue & Credits by Developer

ad credit deals completed; earned to through 12/31/21 (to ABK)

Developers	Budgeted UAC Credits (\$M)	GVP Start Date	GVP End Date	Total App Promo Revenue (\$M)	Hug Credits Earned (\$)	UAC Return (%)	Credits Utilized (%)

Google 33

Registration & Collaboration

BC approval contingencies for ads involvement

- 1. Stronger Ads Sales Team Involvement:** Co-develop a process to ensure GVP deals do not negatively disrupt Ads ecosystem. Sales teams should participate in deal design prior to partner engagement.
- 2. [REDACTED]:** Strong desire to avoid [REDACTED] given intensive operations across 7 XFN ads teams; in the case of [REDACTED] ads finance / product / GPL VP approvals required.
- 3. [REDACTED]** Ads committing to [REDACTED] to start, while securing budget for [REDACTED] at BC. Evaluation of [REDACTED] to require Sales Director & Finance sign off and pursuant to Ads deal ROI evaluation.

Google 34

Path to long-term handover: Should ads continue [REDACTED], commitment to realign on long-term infrastructure & operational coverage

AI:


Define parameters about customization: AI -

APAC GBO x Play meeting: Karan to kick off thread with Karl about setting up a meeting with Scott & Purnima to walk through APAC concerns

[REDACTED] Ads to support [REDACTED], with BC approval via email for [REDACTED] Please let us know

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Appendix R: GCP Impact Analysis - Summary

	Projected	Actual
 3 year Spend commits ARR acceleration Marquee titles on GCP	N/A	<div style="background-color: black; width: 50px; height: 15px; margin: 0 auto;"></div> Incremental <div style="background-color: black; width: 50px; height: 15px; margin: 0 auto;"></div> (by 2024)
BC Metrics	XX	9

Key Highlights

- **developers** receiving GCP credits via Hug
- Hug helped sign deals with of the **developers** collectively expected to spend on IT in 2021
- Helping devs expand x-platform GCP footprint in Gaming
- Deals expected to deliver **higher longer term upside** to Google

Key Learnings

- Allowing commits & Hug credits to coexist was crucial to close large deals
- Need to spend time thinking about nuances of Cloud ecosystem, e.g. resellers, local taxes
- Highly operational & resource intensive; need to invest in standardizing approvals and operations

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[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

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HUG 1.0 Developer Status - [REDACTED] contracts signed

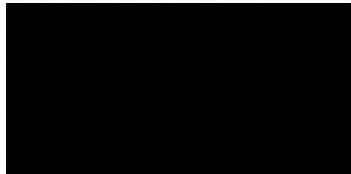
Signed		Holdouts / Significant Roadblocks
H1'20 Signers <div>[REDACTED]</div>	H2'20 Signers <ol style="list-style-type: none"> 1. Activision Blizzard King (US) 2. Riot Games (US) <div>[REDACTED]</div>	<ol style="list-style-type: none"> 1. Supercell** (FI)
		Ineligible for GCP credits <ol style="list-style-type: none"> 1. [REDACTED] (titles developed and published by 3P developers) <p>Those in green denote those under commit Those in blue actively scoping a larger commit ** denotes those where the blocker is primarily Developer related vs. GCP or Play driven</p>

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GCP spend commit deals, including incremental attributable to Hug

- ABK: \$230M, 4-yr (+\$221M incremental) Not counted in GVP economics, but GVP credits were crucial to closing commit with ABK.
- [REDACTED] incremental)
- [REDACTED] incremental)
- Riot: \$20M, 3-yr (+\$20M incremental)
- [REDACTED] incremental)
- [REDACTED] incremental commit)
- [Negotiating]



TOTAL: [REDACTED]. Incremental: [REDACTED]

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HUG 1.0 credits have accelerated GCP consumption and helped sign commits

Strong xPA synergies in Gaming, large customer IT TAM, digitally native industry and Play's willingness to invest in HUG have successfully boosted xPA adoption for Cloud



¹ Initially in H1 2022, GCP commits were only utilized on an exception basis. Play unlocked commit deals in H2 2022 and [REDACTED]

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HUG 2.0 expands customers by [REDACTED] and expected to drive [REDACTED] incr. revenue

Program expansion prioritizes Cloud commits for all customers, incentivized by Play credits

Highlights:

- [REDACTED] customers in-scope based on publicly-defensible Play criteria. Several GCP priority customers included¹
- [REDACTED] are 2 of Cloud's largest projected deals [REDACTED]. [REDACTED] have strong potential
- [REDACTED] of the customers are based in APAC/JP similar to HUG 1.0. 2 qualifying EMEA customers [REDACTED]

Early Insights:

Second tier of Gaming customers (primarily mobile) so opportunity not as large as HUG 1.0 due to less IT spend compared to AAA (console) developers. Still very favorable uplift for Cloud

Next Steps: Cloud Leadership Approvals² (this meeting), BC week of May 10


¹ [REDACTED] legal coverage
² Draft Issues / Sales leads on a weekly basis, clients send a note ahead of time, BPI next Wed.

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Appendix S: YouTube Impact Analysis - Summary

	Projected	Actual
 Mobile Game Watchtime Creator / Upload Uplift Revenue (UGC mobile exclusive)	[REDACTED] by 2022 [REDACTED] [REDACTED]	[REDACTED] in 2020 (incrementality TBD) [REDACTED] [REDACTED]
<small>BC Metrics</small>		
Key Highlights	Key Learnings	
<ul style="list-style-type: none"> ● Presence grants enabled positive engagement with developers on content strategy & planning ● Most developers increased their YouTube content uploads / creator engagements / YouTube presence ● Funds being used across a variety of initiatives - live events, creator academies, community days 	<ul style="list-style-type: none"> ● Longer than expected lead times, however useful foundational work and testing done with most devs ● Title popularity impacts effectiveness of funds; Riot and ABK saw decline in content creation / audience due to title popularity / age 	

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YouTube Presence Funds Impact by Developer in Hug 1.0

Existing Partners with YT deals	2019 Watchtime	2020 Watchtime	YoY WT	YoY Rev
Activision Publishing, Inc.				
[REDACTED]				
Riot Games, Inc				
[REDACTED]				
[REDACTED]				
[REDACTED]				
Blizzard Entertainment, Inc.				
[REDACTED]				
King				
[REDACTED]				
Total				

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SAN



Exhibit A9

Public Redacted Version

EXHIBIT 12

FILED UNDER SEAL

EXHIBIT A9

to

C. Cramer Declaration

Exhibit A10

Public Redacted Version

EXHIBIT 13

Michael Bachman, 2021-01-08 09:00:00

FYI, we might want to check-in with legal on the go/dailydave doc and see if we want annual resets/deletion of the doc to reduce open history there as it might be discoverable given how we engage with legal (or not engage) on it?

Liesl Schumacher, 2021-01-08 09:00:26

good call, I'll check with them

Michael Bachman, 2021-01-08 09:01:25

Yeah, just was going through in case we were going to share it with Patricia given her role

Michael Bachman, 2021-01-08 09:01:40

and I wanted to make sure I didn't have anything like "determining if Patricia is the leader" etc comments in there

Michael Bachman, 2021-01-08 09:01:47

and then figured, yeah, there is a lot of everything in there

Michael Bachman, 2021-01-08 09:01:50

we might not want around

Liesl Schumacher, 2021-01-08 09:52:59

FYI chatted with t[REDACTED] about the doc

Liesl Schumacher, 2021-01-08 09:53:12

he's ok with us keeping it with a reminder to folks to keep it non-legal-analysis like

Liesl Schumacher, 2021-01-08 09:53:24

and reminding people to communicate with care

Michael Bachman, 2021-01-08 09:55:15

Ok, sg

Michael Bachman, 2021-01-08 09:55:23

some of it is sensitive, like, what do we want to do with MSFT, etc

Michael Bachman, 2021-01-08 09:55:25

in there

Liesl Schumacher, 2021-01-08 09:55:26

(which i will do now)

Michael Bachman, 2021-01-08 09:55:30

Ok

Liesl Schumacher, 2021-01-08 09:55:35

i

Michael Bachman, 2021-01-08 09:55:36

either way, just wanted to flag

Liesl Schumacher, 2021-01-08 09:55:40

i'll go delete some sensstivie stuff

Michael Bachman, 2021-01-08 09:56:25

yeah, was just my spidey sense, lol

Liesl Schumacher, 2021-01-08 09:56:57

hah yeah

Liesl Schumacher, 2021-01-08 09:56:59

it's good to have

Liesl Schumacher, 2021-01-08 09:57:07

t█ didn't seem very concerned at all

Liesl Schumacher, 2021-01-08 09:57:16

but still good to remind people, etc.

Michael Bachman, 2021-01-08 09:57:31

cool. yeah, I don't like being on lit hold ;)

Liesl Schumacher, 2021-01-08 09:57:33

(also i'm glad he didn't fire me for the question haha)

Michael Bachman, 2021-01-08 09:57:44

hahaha

Michael Bachman, 2021-01-08 09:57:45



Liesl Schumacher, 2021-01-08 09:57:46

oh i think being on lit hold is the most fun part of the job!

Liesl Schumacher, 2021-01-08 09:57:47

jk

Michael Bachman, 2021-01-08 09:58:01

hahahaha

Michael Bachman, 2021-01-08 10:55:21

think I can add Patricia to the daily dave doc officially?

Michael Bachman, 2021-01-08 10:55:25

and that mailing list?

Michael Bachman, 2021-01-08 10:55:36

I want to get her in the habit of communicating up to him as well

Liesl Schumacher, 2021-01-08 10:55:40

yeah sure

Liesl Schumacher, 2021-01-08 10:55:44

i can add her to the email alias

Michael Bachman, 2021-01-08 10:55:47

awesome!

Liesl Schumacher, 2021-01-08 10:58:32

also reminded me to add erik to it

Liesl Schumacher, 2021-01-08 10:58:41

so thank you!

Michael Bachman, 2021-01-08 10:58:51

perfect!